

Senators McGinn, Moua and Ortman introduced-
S.F. No. 2541: Referred to the Committee on Judiciary.

A bill for an act

1.2 relating to real property; providing a procedure for conveying title to real
1.3 property held by a custodian; proposing coding for new law in Minnesota
1.4 Statutes, chapter 501B.

1.5 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

1.6 Section 1. [501B.561] CERTIFICATE OF CUSTODIANSHIP.

1.7 Subdivision 1. Contents of certificate. (a) A custodian or the owner of property
1.8 held in a custodianship, at any time after execution or creation of a custodianship
1.9 instrument, may execute a certificate of custodianship that sets forth less than all of
1.10 the provisions of the custodial instrument and any amendments to the instrument. The
1.11 certificate of custodianship may be used for purposes of selling, conveying, pledging,
1.12 mortgaging, leasing, or transferring title to any interest in real or personal property. The
1.13 certificate of custodianship must include:

- 1.14 (1) the name of the custodianship, if one is given;
- 1.15 (2) the date of the custodianship instrument;
- 1.16 (3) the name of each owner of property held in the custodianship;
- 1.17 (4) the name of each original custodian;
- 1.18 (5) the name and address of each custodian empowered to act under the custodianship
1.19 instrument at the time of execution of the certificate;

1.20 (6) the following statement: "The custodians are authorized by the instrument to
1.21 sell, convey, pledge, mortgage, lease, or transfer title to any interest in real or personal
2 property, except as limited by the following: (if none, so indicate)";

1.23 (7) any other custodianship provisions the custodians or owners of property held
1.24 in the custodianship include; and

2.1 (8) a statement as to whether the custodianship instrument has terminated or been
2.2 revoked.

2.3 (b) The certificate of custodianship must be upon the representation of the custodians
2.4 or the owners of property held in the custodianship that the statements contained in the
2.5 certificate of custodianship are true and correct and that there are no other provisions
2.6 in the custodianship instrument or amendments to it that limit the powers of the
2.7 custodianship to sell, convey, pledge, mortgage, lease, or transfer title to interests in real
2.8 or personal property. The signature of the custodians or the owners of property held in
2.9 the custodianship must be under oath before a notary public or other official authorized
2.10 to administer oaths.

2.11 Subd. 2. Effect. A certificate of custodianship executed under subdivision 1 may
2.12 be recorded in the office of the county recorder for any county, or filed with the office
2.13 of the registrar of titles with respect to registered land described in the certificate of
2.14 custodianship or any attachment to it. When it is recorded or filed in a county where real
2.15 property is situated, or in the case of personal property, when it is presented to a third party,
2.16 the certificate of custodianship serves to document the existence of the custodianship, the
2.17 identity of the custodians, the powers of the custodians and any limitations on those
2.18 powers, and other matters the certificate of custodianship sets out, as though the full
2.19 custodianship instrument had been recorded, filed, or presented. Until amended or
2.20 revoked under subdivision 3, or until the full custodianship instrument is recorded, filed,
2.21 or presented, a certificate of custodianship is prima facie proof as to the matters contained
2.22 in it, and any party may rely upon the continued effectiveness of the certificate.

2.23 Subd. 3. Amendment or revocation. (a) Amendment or revocation of a certificate
2.24 of custodianship may be made only by a written instrument executed by a custodian or an
2.25 owner of property held in the custodianship. Amendment or revocation of a certificate
2.26 of custodianship is not effective as to a party unless that party has actual notice of the
2.27 amendment or revocation.

2.28 (b) For purposes of this subdivision, "actual notice" means that a written instrument
2.29 of amendment or revocation has been received by the party or, in the case of real property,
2.30 that either a written instrument of amendment or revocation has been received by the party
2.31 or that a written instrument of amendment or revocation containing the legal description
2.32 of the real property has been recorded in the office of the county recorder or filed in the
2.33 office of the registrar of titles where the real property is situated.

2.34 Subd. 4. Application. (a) Subdivisions 1 to 3 are effective August 1, 2005, but
2.35 apply to custodianship instruments whenever created or executed.

3.1 (b) Subdivisions 1 to 3 apply only to custodianships established under a federal
 3.2 law or under a statute of this or any other state. Subdivisions 1 to 3 do not apply to
 3.3 custodianships governed by chapter 527 or by the similar laws of another state.

3.4 **Sec. 2. [501B.571] AFFIDAVIT OF CUSTODIAN IN REAL PROPERTY**
 3.5 **TRANSACTIONS.**

3.6 Subdivision 1. Form of affidavit for custodianship. An affidavit of a custodian
 3.7 or of custodians of a custodianship in support of a real property transaction may be
 3.8 substantially in the following form:

3.9 STATE OF

3.10 MINNESOTA)

AFFIDAVIT OF CUSTODIAN

) ss.

3.12 COUNTY OF)

3.13, being first duly sworn on oath says that:

3.14 1. Affiant is the custodian (one of the custodians) named in that certain Certificate of
 3.15 Custodianship (or Custodianship Instrument)

3.16 filed for record, .., as Document No. (or in Book of, Page
 3.17) in the Office of the (County Recorder/Registrar of Titles) of County,
 3.18 Minnesota,

3.19 OR

3.20 to which this Affidavit is attached,

3.21 executed by Affiant or another custodian or by the owner of the property that is held
 3.22 in the custodianship described in the Certificate of Custodianship (or set forth in
 3.23 the Custodianship Instrument), and which relates to real property in County,
 3.24 Minnesota, legally described as follows:

3.25
 3.26

3.27 (If more space is needed, continue on back or on attachment.)

3.28 2. The name(s) and address(es) of the custodian(s) empowered by the Custodian
 3.29 Instrument to act at the time of the execution of this Affidavit are as follows:

3.30
 3.31

3.32 3. The custodian(s) who have executed that certain instrument relating to the real
 3.33 property described above between, as custodian(s) and,
 3.34 dated, ..:

4.1 (i) are empowered by the provisions of the custodianship to sell, convey, pledge,
4.2 mortgage, lease, or transfer title to any interest in real property held in custodianship; and

4.3 (ii) are the requisite number of custodians required by the provisions of the
4.4 custodianship to execute and deliver such an instrument.

4.5 4. The custodianship has not terminated and has not been revoked.

4.6 - OR -

4.7 4. The custodianship has terminated (or has been revoked). The execution and
4.8 delivery of the instrument described in paragraph 3 has been made pursuant to the
4.9 provisions of the custodianship.

4.10 5. There has been no amendment to the custodianship which limits the power of
4.11 custodian(s) to execute and deliver the instrument described in paragraph 3.

4.12 6. The custodianship is not supervised by any court.

4.13 - OR -

4.14 6. The custodianship is supervised by the Court of County,
4.15 All necessary approval has been obtained from the court for the custodian(s) to
4.16 execute and deliver the instrument described in paragraph 3.

4.17 7. Affiant does not have actual knowledge of any facts indicating that the
4.18 custodianship is invalid.

4.19

4.20 Subscribed and sworn to before me , Affiant

4.21 this day of,

4.22

4.23 Notary Stamp or Seal Signature of Notary Public or

4.24 Other Official

4.25 This instrument was drafted by:

4.26

4.27

4.28 Subd. 2. Effect. An affidavit by the custodian or custodians under subdivision 1
4.29 is proof that:

4.30 (1) the custodianship described in the affidavit is a valid custodianship;

4.31 (2) either the custodianship has not terminated or been revoked or, if the
4.32 custodianship has terminated or been revoked, the conveyance described in the affidavit
4.33 is made pursuant to the provisions of the custodianship;

5.1 (3) the powers granted the custodian or custodians extend to the real property
5.2 described in the affidavit or attachment to the affidavit;

5.3 (4) no amendment to the custodianship has been made limiting the power of the
5.4 custodian or custodians to sell, convey, pledge, mortgage, lease, or transfer title to the real
5.5 property described in the affidavit or attachment to the affidavit, if any;

5.6 (5) the requisite number of custodians have executed and delivered the instrument of
5.7 conveyance described in the affidavit; and

5.8 (6) any necessary court approval of the transaction has been obtained.

5.9 The proof is conclusive as to any party relying on the affidavit, except a party dealing
5.10 directly with the custodian or custodians who has actual knowledge of facts to the contrary.

5.11 Subd. 3. **Recording or filing.** An Affidavit of Custodian or Custodians under
5.12 subdivision 1 may be recorded in the office of the county recorder for any county, or
5.13 filed with the office of the registrar of titles for any county with respect to registered
5.14 land described in the affidavit, or in the Certificate of Custodianship or Custodianship
5.15 Instrument referred to in the affidavit, and may be recorded or filed as a separate
5.16 document or combined with or attached to an original or certified copy of a Certificate of
5.17 Custodianship or Custodianship Instrument, and recorded or filed as one document.

5.18 Subd. 4. **Application.** (a) Subdivisions 1 to 3 are effective August 1, 2006, but
5.19 apply to custodianship instruments whenever created or executed.

5.20 (b) Subdivisions 1 to 3 apply only to custodianships established under a federal
5.21 law or under a statute of this or any other state. Subdivisions 1 to 3 do not apply to
5.22 custodianships governed by chapter 527 or by the similar laws of another state.

5.23 **Sec. 3. EFFECTIVE DATE.**

5.24 Sections 1 and 2 are effective the day following final enactment.

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and Fiscal Analysis**

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S.F. No. 2541 - Conveyance of Real Property by a Custodian

Author: Senator Mike McGinn

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Date: March 14, 2006

This bill establishes a procedure for the conveyance of title to real property held by a custodian. It is modeled after current law in **sections 501B.56 and 501B.57**, dealing with conveyance of real property by a grantor or trustee of a trust.

Section 1 governs the certificate of custodianship.

Subdivision 1 specifies the contents of the certificate.

Subdivision 2 contains the effect of a certificate.

Subdivision 3 provides for amendment or revocation of a certificate.

Subdivision 4 contains applicability and effective date provisions. This section would be effective August 1, 2005, and apply to custodianship instruments whenever created or executed.

Section 2 contains the affidavit of a custodian in real property transactions.

Subdivision 1 contains the form of affidavit.

Subdivision 2 specifies the effect of an affidavit.

Subdivision 3 contains recording or filing requirements.

Subdivision 4 contains application provisions.

Section 3 contains an immediate effective date.

KP:cs

1.1 **Senator Betzold from the Committee on Judiciary, to which was referred**

1.2 **S.F. No. 2520:** A bill for an act relating to business organizations; regulating
 1.3 business corporations; clarifying terms; updating terminology to include new forms of
 1.4 business activity; including references to limited liability companies and their governance
 1.5 attributes where appropriate; regulating limited liability companies; clarifying terms;
 1.6 amending Minnesota Statutes 2004, sections 302A.011, subdivisions 7, 8, 12, 21, 25,
 1.7 28, 31, 41, 45, 46, 58, by adding subdivisions; 302A.111, subdivision 3, by adding a
 1.8 subdivision; 302A.115, subdivisions 1, 5; 302A.135, by adding a subdivision; 302A.241,
 1.9 by adding a subdivision; 302A.401, subdivision 3; 302A.417, subdivision 7; 302A.441,
 1.10 subdivision 1; 302A.447, subdivision 1; 302A.461, subdivision 2; 302A.471, subdivisions
 1.11 1, 3, 4; 302A.553, subdivision 1; 302A.601, subdivisions 1, 2; 302A.611, subdivision 1;
 1.12 302A.613, subdivisions 1, 2; 302A.621, subdivisions 1, 2, 3, 5, 6, by adding a subdivision;
 1.13 302A.626, subdivision 1; 302A.661, subdivisions 1, 4; 322B.03, subdivisions 6, 12,
 1.14 19a, 20, 23, 28, 36a, 45a; 322B.115, subdivision 3, by adding a subdivision; 322B.12,
 1.15 subdivision 1; 322B.15, by adding a subdivision; 322B.23; 322B.31, subdivision 2;
 1.16 322B.35, subdivision 1; 322B.63, subdivision 1; 322B.66, by adding a subdivision;
 1.17 322B.686, subdivision 2; 322B.70, subdivisions 1, 2; 322B.71, subdivision 1; 322B.72;
 1.18 322B.74; 322B.75, subdivisions 2, 3; 322B.755, subdivision 3; 322B.76; 322B.77,
 1.19 subdivisions 1, 4; 322B.80, subdivision 1; Minnesota Statutes 2005 Supplement, sections
 1.20 302A.011, subdivision 4; 322B.02; proposing coding for new law in Minnesota Statutes,
 1.21 chapters 302A; 322B; repealing Minnesota Statutes 2004, section 302A.011, subdivision 2.

1.22 Reports the same back with the recommendation that the bill do pass. Report
 1.23 adopted.

1.24 
 1.25 (Committee Chair)

1.26 March 14, 2006
 1.27 (Date of Committee recommendation)

Senators Michel and Betzold introduced—

S.F. No. 2520: Referred to the Committee on Judiciary.

A bill for an act

1.2 relating to business organizations; regulating business corporations; clarifying
 1.3 terms; updating terminology to include new forms of business activity; including
 1.4 references to limited liability companies and their governance attributes where
 1.5 appropriate; regulating limited liability companies; clarifying terms; amending
 1.6 Minnesota Statutes 2004, sections 302A.011, subdivisions 7, 8, 12, 21, 25,
 1.7 28, 31, 41, 45, 46, 58, by adding subdivisions; 302A.111, subdivision 3, by
 1.8 adding a subdivision; 302A.115, subdivisions 1, 5; 302A.135, by adding a
 1.9 subdivision; 302A.241, by adding a subdivision; 302A.401, subdivision 3;
 1.10 302A.417, subdivision 7; 302A.441, subdivision 1; 302A.447, subdivision 1;
 1.11 302A.461, subdivision 2; 302A.471, subdivisions 1, 3, 4; 302A.553, subdivision
 1.12 1; 302A.601, subdivisions 1, 2; 302A.611, subdivision 1; 302A.613, subdivisions
 1.13 1, 2; 302A.621, subdivisions 1, 2, 3, 5, 6, by adding a subdivision; 302A.626,
 1.14 subdivision 1; 302A.661, subdivisions 1, 4; 322B.03, subdivisions 6, 12, 19a, 20,
 1.15 23, 28, 36a, 45a; 322B.115, subdivision 3, by adding a subdivision; 322B.12,
 1.16 subdivision 1; 322B.15, by adding a subdivision; 322B.23; 322B.31, subdivision
 2; 322B.35, subdivision 1; 322B.63, subdivision 1; 322B.66, by adding a
 1.19 subdivision; 322B.686, subdivision 2; 322B.70, subdivisions 1, 2; 322B.71,
 1.20 subdivision 1; 322B.72; 322B.74; 322B.75, subdivisions 2, 3; 322B.755,
 1.21 subdivision 3; 322B.76; 322B.77, subdivisions 1, 4; 322B.80, subdivision
 1; Minnesota Statutes 2005 Supplement, sections 302A.011, subdivision 4;
 1.22 322B.02; proposing coding for new law in Minnesota Statutes, chapters 302A;
 1.23 322B; repealing Minnesota Statutes 2004, section 302A.011, subdivision 2.

1.24 BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

1.25 **ARTICLE 1**

1.26 **BUSINESS CORPORATIONS**

1.27 Section 1. Minnesota Statutes 2005 Supplement, section 302A.011, subdivision 4,
 1.28 is amended to read:

1.29 Subd. 4. **Articles.** "Articles" means, in the case of a corporation incorporated under
 1.30 or governed by this chapter, articles of incorporation, articles of amendment, a resolution
 1.31 of election to become governed by this chapter, a demand retaining the two-thirds majority

2.1 for shareholder approval of certain transactions, a statement of change of registered office,
 2.2 registered agent, or name of registered agent, a statement establishing or fixing the rights
 2.3 and preferences of a class or series of shares, a statement of cancellation of authorized
 2.4 shares, articles of merger, articles of conversion, articles of abandonment, and articles of
 2.5 dissolution. In the case of a foreign corporation, the term includes all documents serving a
 2.6 similar function required to be filed with the secretary of state or other officer of the
 2.7 foreign corporation's state of incorporation. In the case of a corporation formed under
 2.8 chapter 300, the term means the certificate of incorporation.

2.9 Sec. 2. Minnesota Statutes 2004, section 302A.011, subdivision 7, is amended to read:

2.10 Subd. 7. **Constituent corporation.** "Constituent corporation" means a corporation
 2.11 or a foreign corporation that:

2.12 (1) in a merger is either the surviving corporation or a domestic or foreign
 2.13 corporation that is merged into the surviving organization; or

2.14 (2) in an exchange is either the acquiring ~~corporation~~ organization or a corporation
 2.15 whose shares are acquired by the acquiring organization.

2.16 Sec. 3. Minnesota Statutes 2004, section 302A.011, subdivision 8, is amended to read:

2.17 Subd. 8. **Corporation; domestic corporation.** "Corporation" or "domestic
 2.18 corporation" means a corporation, other than a foreign corporation, organized for profit
 2.19 and incorporated under or governed by this chapter.

2.20 Sec. 4. Minnesota Statutes 2004, section 302A.011, subdivision 12, is amended to read:

2.21 Subd. 12. **Foreign corporation.** "Foreign corporation" means ~~a corporation~~ an
 2.22 organization organized for profit that is incorporated under laws other than the laws of
 2.23 this state for a purpose or purposes for which a corporation may be incorporated under
 2.24 this chapter.

2.25 Sec. 5. Minnesota Statutes 2004, section 302A.011, subdivision 21, is amended to read:

2.26 Subd. 21. **Parent.** "Parent" of a specified corporation means ~~a corporation~~
 2.27 ~~or a foreign corporation~~ an organization that directly, or indirectly through related
 2.28 organizations, owns more than 50 percent of the voting power of the shares or other
 2.29 ownership interests entitled to vote for directors or other members of the governing body
 2.30 of the specified ~~corporation~~ organization.

2.31 Sec. 6. Minnesota Statutes 2004, section 302A.011, subdivision 25, is amended to read:

3.1 Subd. 25. **Related organization.** "Related organization" of a specified corporation
 3.2 means:

3.3 (1) a parent or subsidiary of the specified corporation;

3.4 (2) another subsidiary of a parent of the specified corporation;

3.5 (3) a limited liability company owning, directly or indirectly, more than 50 percent
 3.6 of the voting power of the shares entitled to vote for directors of the specified corporation;

3.7 (4) a limited liability company having more than 50 percent of the voting power of
 3.8 its membership interests entitled to vote for ~~governors~~ members of its governing body
 3.9 owned directly or indirectly by the specified corporation;

3.10 (5) a limited liability company having more than 50 percent of the voting power of
 3.11 its membership interests entitled to vote for ~~governors~~ members of its governing body
 3.12 owned directly or indirectly either (i) by a parent of the specified corporation or (ii) a
 3.13 limited liability company owning, directly or indirectly, more than 50 percent of the voting
 3.14 power of the shares entitled to vote for directors of the specified corporation; or

3.15 (6) a corporation having more than 50 percent of the voting power of its shares
 3.16 entitled to vote for ~~director~~ directors owned directly or indirectly by a limited liability
 3.17 company owning, directly or indirectly, more than 50 percent of the voting power of the
 3.18 shares entitled to vote for directors of the specified corporation.

3.19 Sec. 7. Minnesota Statutes 2004, section 302A.011, subdivision 28, is amended to read:

3.20 Subd. 28. **Share.** "Share" means one of the units, however designated, into which
 3.21 the shareholders' ~~proprietary ownership~~ interests in a corporation are divided.

3.22 Sec. 8. Minnesota Statutes 2004, section 302A.011, subdivision 31, is amended to read:

3.23 Subd. 31. **Subsidiary.** "Subsidiary" of a specified ~~corporation~~ organization means
 3.24 ~~a corporation or a foreign corporation~~ an organization having more than 50 percent of
 3.25 the voting power of its shares or other ownership interests entitled to vote for directors
 3.26 or other members of the governing body of the organization owned directly, or indirectly
 3.27 through related organizations, by the specified ~~corporation~~ organization.

3.28 Sec. 9. Minnesota Statutes 2004, section 302A.011, subdivision 41, is amended to read:

3.29 Subd. 41. **Beneficial owner; beneficial ownership.** (a) "Beneficial owner,"
 3.30 when used with respect to shares or other securities, includes, but is not limited to, any
 3.31 person who, directly or indirectly through any written or oral agreement, arrangement,
 3.32 relationship, understanding, or otherwise, has or shares the power to vote, or direct the

4.1 voting of, the shares or securities or has or shares the power to dispose of, or direct the
4.2 disposition of, the shares or securities, except that:

4.3 (1) a person shall not be deemed the beneficial owner of shares or securities tendered
4.4 pursuant to a tender or exchange offer made by the person or any of the person's affiliates
4.5 or associates until the tendered shares or securities are accepted for purchase or exchange;
4.6 and

4.7 (2) a person shall not be deemed the beneficial owner of shares or securities with
4.8 respect to which the person has the power to vote or direct the voting arising solely from a
4.9 revocable proxy given in response to a proxy solicitation required to be made and made in
4.10 accordance with the applicable rules and regulations under the Securities Exchange Act of
4.11 1934 and is not then reportable under that act on a Schedule 13D or comparable report, or,
4.12 if the corporation is not subject to the rules and regulations under the Securities Exchange
4.13 Act of 1934, would have been required to be made and would not have been reportable if
4.14 the corporation had been subject to the rules and regulations.

4.15 (b) "Beneficial ownership" includes, but is not limited to, the right to acquire shares
4.16 or securities through the exercise of options, warrants, or rights, or the conversion of
4.17 convertible securities, or otherwise. The shares or securities subject to the options,
4.18 warrants, rights, or conversion privileges held by a person shall be deemed to be
4.19 outstanding for the purpose of computing the percentage of outstanding shares or securities
4.20 of the class or series owned by the person, but shall not be deemed to be outstanding for
4.21 the purpose of computing the percentage of the class or series owned by any other person.
4.22 A person shall be deemed the beneficial owner of shares and securities beneficially owned
4.23 by any relative or spouse of the person or any relative of the spouse, residing in the home
4.24 of the person, any trust or estate in which the person owns ten percent or more of the
4.25 total beneficial interest or serves as trustee or executor or in a similar fiduciary capacity,
4.26 any ~~corporation or entity~~ organization in which the person owns ten percent or more of
4.27 the equity, and any affiliate of the person.

4.28 (c) When two or more persons act or agree to act as a partnership, limited
4.29 partnership, syndicate, or other group for the purposes of acquiring, owning, or voting
4.30 shares or other securities of a corporation, all members of the partnership, syndicate, or
4.31 other group are deemed to constitute a "person" and to have acquired beneficial ownership,
4.32 as of the date they first so act or agree to act together, of all shares or securities of the
4.33 corporation beneficially owned by the person.

4.34 Sec. 10. Minnesota Statutes 2004, section 302A.011, subdivision 45, is amended to
4.35 read:

5.1 Subd. 45. **Associate.** "Associate," when used to indicate a relationship with any
5.2 person, means any of the following:

5.3 (1) any ~~corporation~~ or organization of which the person is an officer or partner or is,
5.4 directly or indirectly, the beneficial owner of ten percent or more of any class or series of
5.5 shares entitled to vote or other equity interest;

5.6 (2) any trust or estate in which the person has a substantial beneficial interest or as to
5.7 which the person serves as trustee or executor or in a similar fiduciary capacity;

5.8 (3) any relative or spouse of the person, or any relative of the spouse, residing in
5.9 the home of the person.

5.10 Sec. 11. Minnesota Statutes 2004, section 302A.011, subdivision 46, is amended to
5.11 read:

5.12 Subd. 46. **Business combination.** "Business combination," when used in reference
5.13 to any issuing public corporation and any interested shareholder of the issuing public
5.14 corporation, means any of the following:

5.15 (a) any merger of the issuing public corporation or any subsidiary of the issuing
5.16 public corporation with (1) the interested shareholder or (2) any other ~~domestic or foreign~~
5.17 ~~corporation~~ organization (whether or not itself an interested shareholder of the issuing
5.18 public corporation) that is, or after the merger would be, an affiliate or associate of the
5.19 interested shareholder, but excluding ~~(1)~~(i) the merger of a wholly-owned subsidiary of
5.20 the issuing public corporation into the issuing public corporation, ~~(2)~~(ii) the merger of
5.21 two or more wholly-owned subsidiaries of the issuing public corporation, or ~~(3)~~(iii) the
5.22 merger of ~~a corporation~~ an organization, other than an interested shareholder or an affiliate
5.23 or associate of an interested shareholder, with a wholly-owned subsidiary of the issuing
5.24 public corporation pursuant to which the surviving ~~corporation~~ organization, immediately
5.25 after the merger, becomes a wholly-owned subsidiary of the issuing public corporation;

5.26 (b) any exchange, pursuant to a plan of exchange under section 302A.601,
5.27 subdivision 2, or a comparable statute of any other state or jurisdiction, of shares or other
5.28 securities of the issuing public corporation or any subsidiary of the issuing corporation
5.29 or money, or other property for shares, other securities, money, or property of (1) the
5.30 interested shareholder or (2) any other ~~domestic or foreign corporation~~ organization
5.31 (whether or not itself an interested shareholder of the issuing public corporation) that is, or
5.32 after the exchange would be, an affiliate or associate of the interested shareholder, but
5.33 excluding the exchange of shares of a domestic or foreign corporation, other than an
5.34 interested shareholder or an affiliate or associate of an interested shareholder, pursuant to

6.1 which the domestic or foreign corporation, immediately after the exchange, becomes a
6.2 wholly-owned subsidiary of the issuing public corporation;

6.3 (c) any sale, lease, exchange, mortgage, pledge, transfer, or other disposition (in a
6.4 single transaction or a series of transactions), other than sales of goods or services in the
6.5 ordinary course of business or redemptions pursuant to section 302A.671, subdivision
6.6 6, to or with the interested shareholder or any affiliate or associate of the interested
6.7 shareholder, other than to or with the issuing public corporation or a wholly-owned
6.8 subsidiary of the issuing public corporation, of assets of the issuing public corporation
6.9 or any subsidiary of the issuing public corporation (1) having an aggregate market value
6.10 equal to ten percent or more of the aggregate market value of all the assets, determined on
6.11 a consolidated basis, of the issuing public corporation, (2) having an aggregate market
6.12 value equal to ten percent or more of the aggregate market value of all the outstanding
6.13 shares of the issuing public corporation, or (3) representing ten percent or more of the
6.14 earning power or net income, determined on a consolidated basis, of the issuing public
6.15 corporation except a cash dividend or distribution paid or made pro rata to all shareholders
6.16 of the issuing public corporation;

6.17 (d) the issuance or transfer by the issuing public corporation or any subsidiary of
6.18 the issuing public corporation (in a single transaction or a series of transactions) of any
6.19 shares of, or other ownership interests in, the issuing public corporation or any subsidiary
6.20 of the issuing public corporation that have an aggregate market value equal to five percent
6.21 or more of the aggregate market value of all the outstanding shares of the issuing public
6.22 corporation to the interested shareholder or any affiliate or associate of the interested
6.23 shareholder, except pursuant to the exercise of warrants or rights to purchase shares
6.24 offered, or a dividend or distribution paid or made, pro rata to all shareholders of the
6.25 issuing public corporation other than for the purpose, directly or indirectly, of facilitating
6.26 or effecting a subsequent transaction that would have been a business combination if the
6.27 dividend or distribution had not been made;

6.28 (e) the adoption of any plan or proposal for the liquidation or dissolution of the
6.29 issuing public corporation, or any reincorporation of the issuing public corporation in
6.30 another state or jurisdiction, proposed by or on behalf of, or pursuant to any written or oral
6.31 agreement, arrangement, relationship, understanding, or otherwise with, the interested
6.32 shareholder or any affiliate or associate of the interested shareholder;

6.33 (f) any reclassification of securities (including without limitation any share
6.34 dividend or split, reverse share split, or other distribution of shares in respect of shares),
6.35 recapitalization of the issuing public corporation, merger of the issuing public corporation
6.36 with any subsidiary of the issuing public corporation, exchange of shares of the issuing

7.1 public corporation with any subsidiary of the issuing public corporation, or other
 7.2 transaction (whether or not with or into or otherwise involving the interested shareholder),
 7.3 proposed by or on behalf of, or pursuant to any written or oral agreement, arrangement,
 7.4 relationship, understanding, or otherwise with, the interested shareholder or any affiliate
 7.5 or associate of the interested shareholder, that has the effect, directly or indirectly, of
 7.6 increasing the proportionate share of the outstanding shares of any class or series of shares
 7.7 entitled to vote, or securities that are exchangeable for, convertible into, or carry a right
 7.8 to acquire shares entitled to vote, of the issuing public corporation or any subsidiary
 7.9 of the issuing public corporation that is, directly or indirectly, owned by the interested
 7.10 shareholder or any affiliate or associate of the interested shareholder, except as a result of
 7.11 immaterial changes due to fractional share adjustments;

7.12 (g) any receipt by the interested shareholder or any affiliate or associate of the
 7.13 interested shareholder of the benefit, directly or indirectly (except proportionately as a
 7.14 shareholder of the issuing public corporation), of any loans, advances, guarantees, pledges,
 7.15 or other financial assistance, or any tax credits or other tax advantages provided by or
 7.16 through the issuing public corporation or any subsidiary of the issuing public corporation.

7.17 Sec. 12. Minnesota Statutes 2004, section 302A.011, subdivision 58, is amended to
 7.18 read:

7.19 Subd. 58. **Ownership interests.** "Ownership interests" means shares in the case of a
 7.20 corporation or foreign corporation ~~and~~, membership interests in the case of a ~~domestic or~~
 7.21 ~~foreign~~ limited liability company, and governance or transferable interests in the case of
 7.22 any other organization.

7.23 Sec. 13. Minnesota Statutes 2004, section 302A.011, is amended by adding a
 7.24 subdivision to read:

7.25 Subd. 65. **Governing body.** "Governing body" means the body of an organization
 7.26 selected by its owners that has the ultimate power to determine the organization's policies
 7.27 and control its activities. The governing body of a domestic corporation is its board of
 7.28 directors, and the governing body of a domestic limited liability company is its board
 7.29 of governors.

7.30 Sec. 14. Minnesota Statutes 2004, section 302A.011, is amended by adding a
 7.31 subdivision to read:

7.32 Subd. 66. **Limited liability company.** "Limited liability company" means either a
 7.33 domestic or a foreign limited liability company, unless specified otherwise in this chapter.

- 8.1 Sec. 15. Minnesota Statutes 2004, section 302A.111, subdivision 3, is amended to read:
- 8.2 Subd. 3. **Statutory provisions that may be modified either in articles or in**
- 8.3 **bylaws.** The following provisions govern a corporation unless modified either in the
- 8.4 articles or in the bylaws:
- 8.5 (a) directors serve for an indefinite term that expires at the next regular meeting of
- 8.6 shareholders (section 302A.207);
- 8.7 (b) the compensation of directors is fixed by the board (section 302A.211);
- 8.8 (c) a certain method must be used for removal of directors (section 302A.223);
- 8.9 (d) a certain method must be used for filling board vacancies (section 302A.225);
- 8.10 (e) if the board fails to select a place for a board meeting, it must be held at the
- 8.11 principal executive office (section 302A.231, subdivision 1);
- 8.12 (f) the notice of a board meeting need not state the purpose of the meeting (section
- 8.13 302A.231, subdivision 3);
- 8.14 (g) a majority of the board is a quorum for a board meeting (section 302A.235);
- 8.15 (h) a committee shall consist of one or more persons, who need not be directors,
- 8.16 appointed by affirmative vote of a majority of the directors present (section 302A.241,
- 8.17 subdivision 2), and a committee may create one or more subcommittees, each consisting
- 8.18 of one or more members of the committee, and may delegate to a subcommittee any or all
- 8.19 of the authority of the committee (section 302A.241, subdivision 3);
- 8.20 (i) the board may establish a special litigation committee (section 302A.241);
- 8.21 (j) the chief executive officer and chief financial officer have specified duties, until
- 8.22 the board determines otherwise (section 302A.305);
- 8.23 (k) officers may delegate some or all of their duties and powers, if not prohibited by
- 8.24 the board from doing so (section 302A.351);
- 8.25 (l) the board corporation may establish uncertificated shares (section 302A.417,
- 8.26 subdivision 7);
- 8.27 (m) regular meetings of shareholders need not be held, unless demanded by a
- 8.28 shareholder under certain conditions (section 302A.431);
- 8.29 (n) in all instances where a specific minimum notice period has not otherwise been
- 8.30 fixed by law, not less than ten-days notice is required for a meeting of shareholders
- 8.31 (section 302A.435, subdivision 2);
- 8.32 (o) the number of shares required for a quorum at a shareholders' meeting is
- 8.33 a majority of the voting power of the shares entitled to vote at the meeting (section
- 8.34 302A.443);

9.1 (p) the board may fix a date up to 60 days before the date of a shareholders' meeting
 9.2 as the date for the determination of the holders of shares entitled to notice of and entitled
 9.3 to vote at the meeting (section 302A.445, subdivision 1);

9.4 (q) indemnification of certain persons is required (section 302A.521); and

9.5 (r) the board may authorize, and the corporation may make, distributions not
 9.6 prohibited, limited, or restricted by an agreement (section 302A.551, subdivision 1).

9.7 Sec. 16. Minnesota Statutes 2004, section 302A.111, is amended by adding a
 9.8 subdivision to read:

9.9 Subd. 7. Dependence on facts outside of the articles. Except for provisions
 9.10 included pursuant to subdivision 1, any provision of the articles may:

9.11 (a) be made dependent upon facts ascertainable outside the articles, but only if the
 9.12 manner in which the facts operate upon the provision is clearly and expressly set forth
 9.13 in the articles; and

9.14 (b) incorporate by reference some or all of the terms of any agreements, contracts, or
 9.15 other arrangements entered into by the corporation, but only if the corporation retains at
 9.16 its principal executive office a copy of the agreements, contracts, or other arrangements
 9.17 or the portions incorporated by reference.

9.18 Sec. 17. Minnesota Statutes 2004, section 302A.115, subdivision 1, is amended to read:

9.19 Subdivision 1. **Requirements; prohibitions.** The corporate name:

9.20 (a) Shall be in the English language or in any other language expressed in English
 9.21 letters or characters;

9.22 (b) Shall contain the word "corporation," "incorporated," or "limited," or shall
 9.23 contain an abbreviation of one or more of these words, or the word "company" or the
 9.24 abbreviation "Co." if that word or abbreviation is not immediately preceded by the word
 9.25 "and" or the character "&;

9.26 (c) Shall not contain a word or phrase that indicates or implies that it is incorporated
 9.27 for a purpose other than a legal business purpose;

9.28 (d) Shall be distinguishable upon the records in the Office of the Secretary of
 9.29 State from the name of each domestic corporation, limited partnership, limited liability
 9.30 partnership, and limited liability company, whether profit or nonprofit, and each foreign
 9.31 corporation, limited partnership, limited liability partnership, and limited liability
 9.32 company authorized or registered to do business in this state, whether profit or nonprofit,
 9.33 and each name the right to which is, at the time of incorporation, reserved as provided

10.1 for in sections 302A.117, 321.0109, 322B.125, or 333.001 to 333.54, unless there is
10.2 filed with the articles one of the following:

10.3 (1) The written consent of the domestic corporation, limited partnership, limited
10.4 liability partnership, or limited liability company, or the foreign corporation, limited
10.5 partnership, limited liability partnership, or limited liability company authorized or
10.6 registered to do business in this state or the holder of a reserved name or a name filed by
10.7 or registered with the secretary of state under sections 333.001 to 333.54 having a name
10.8 that is not distinguishable;

10.9 (2) A certified copy of a final decree of a court in this state establishing the prior
10.10 right of the applicant to the use of the name in this state; or

10.11 (3) The applicant's affidavit that the domestic or foreign corporation, limited
10.12 partnership, or limited liability company with the name that is not distinguishable has
10.13 been incorporated or on file in this state for at least three years prior to the affidavit, if it
10.14 is a domestic corporation, limited partnership, or limited liability company, or has been
10.15 authorized or registered to do business in this state for at least three years prior to the
10.16 affidavit, if it is a foreign corporation, limited partnership, or limited liability company,
10.17 or that the holder of a name filed or registered with the secretary of state under sections
10.18 333.001 to 333.54 filed or registered that name at least three years prior to the affidavit;
10.19 that the domestic or foreign corporation, limited partnership, or limited liability company
10.20 or holder has not during the three-year period before the affidavit filed any document with
10.21 the secretary of state; that the applicant has mailed written notice to the domestic or
10.22 foreign corporation, limited partnership, or limited liability company or the holder of a
10.23 name filed or registered with the secretary of state under sections 333.001 to 333.54 by
10.24 certified mail, return receipt requested, properly addressed to the registered office of the
10.25 domestic or foreign corporation or limited liability company or in care of the agent of the
10.26 limited partnership, or the address of the holder of a name filed or registered with the
10.27 secretary of state under sections 333.001 to 333.54, shown in the records of the secretary
10.28 of state, stating that the applicant intends to use a name that is not distinguishable and the
10.29 notice has been returned to the applicant as undeliverable to the addressee domestic or
10.30 foreign corporation, limited partnership, limited liability company, or holder of a name
10.31 filed or registered with the secretary of state under sections 333.001 to 333.54; that the
10.32 applicant, after diligent inquiry, has been unable to find any telephone listing for the
10.33 domestic or foreign corporation, limited partnership, or limited liability company with
10.34 the name that is not distinguishable in the county in which is located the registered office
10.35 of the domestic or foreign corporation, limited partnership, or limited liability company
10.36 shown in the records of the secretary of state or has been unable to find any telephone

11.1 listing for the holder of a name filed or registered with the secretary of state under sections
11.2 333.001 to 333.54 in the county in which is located the address of the holder shown in
11.3 the records of the secretary of state; and that the applicant has no knowledge that the
11.4 domestic or foreign corporation, limited partnership, limited liability company, or holder
11.5 of a name filed or registered with the secretary of state under sections 333.001 to 333.54 is
11.6 currently engaged in business in this state.

11.7 Sec. 18. Minnesota Statutes 2004, section 302A.115, subdivision 5, is amended to read:

11.8 Subd. 5. **Use of name by successor corporation.** A domestic or foreign corporation
11.9 that is the surviving organization in a merger with one or more other organizations, or that
11.10 is incorporated by the reorganization of one or more organizations, or that acquires by
11.11 sale, lease, or other disposition to or exchange with an organization all or substantially
11.12 all of the assets of another organization, including its name, may have the same name as
11.13 that used in this state by any of the other organizations, if the other organization whose
11.14 name is sought to be used was organized under the laws of, or is authorized to transact
11.15 business in, this state.

11.16 Sec. 19. Minnesota Statutes 2004, section 302A.135, is amended by adding a
11.17 subdivision to read:

11.18 Subd. 7. **Change of corporate name.** An amendment that only changes a
11.19 corporation's corporate name may be authorized by a resolution approved by the board
11.20 and may, but need not, be submitted to and approved by the shareholders as provided in
11.21 subdivisions 2, 3, and 4.

11.22 Sec. 20. Minnesota Statutes 2004, section 302A.241, is amended by adding a
11.23 subdivision to read:

11.24 Subd. 2a. **Subcommittees.** Unless otherwise provided in the articles, the bylaws, or
11.25 the resolution of the board establishing the committee, a committee may create one or
11.26 more subcommittees, each consisting of one or more members of the committee, and may
11.27 delegate to a subcommittee any or all of the authority of the committee. In this chapter,
11.28 unless the language or context clearly indicates that a different meaning is intended, any
11.29 reference to a committee is deemed to include a subcommittee, and any reference to a
11.30 committee member is deemed to include a subcommittee member.

11.31 Sec. 21. Minnesota Statutes 2004, section 302A.401, subdivision 3, is amended to read:

12.1 Subd. 3. **Procedure for fixing terms.** (a) Subject to any restrictions in the articles,
 12.2 the power granted in subdivision 2 may be exercised by a resolution or resolutions
 12.3 approved by the affirmative vote of the directors required by section 302A.237 establishing
 12.4 a class or series, setting forth the designation of the class or series, and fixing the relative
 12.5 rights and preferences of the class or series. ~~Any of the rights and preferences of a class or~~
 12.6 ~~series established in the articles or by resolution of the directors:~~

12.7 ~~(1) may be made dependent upon facts ascertainable outside the articles, or outside~~
 12.8 ~~the resolution or resolutions establishing the class or series, provided that the manner in~~
 12.9 ~~which the facts operate upon the rights and preferences of the class or series is clearly~~
 12.10 ~~and expressly set forth in the articles or in the resolution or resolutions establishing the~~
 12.11 ~~class or series; and~~

12.12 ~~(2) may incorporate by reference some or all of the terms of any agreements,~~
 12.13 ~~contracts, or other arrangements entered into by the issuing corporation in connection~~
 12.14 ~~with the establishment of the class or series if the corporation retains at its principal~~
 12.15 ~~executive office a copy of the agreements, contracts, or other arrangements or the portions~~
 12.16 ~~incorporated by reference.~~

12.17 (b) A statement setting forth the name of the corporation and the text of the resolution
 12.18 and certifying the adoption of the resolution and the date of adoption shall be filed with the
 12.19 secretary of state before the issuance of any shares for which the resolution creates rights
 12.20 or preferences not set forth in the articles; provided, however, where the shareholders have
 12.21 received notice of the creation of shares with rights or preferences not set forth in the
 12.22 articles before the issuance of the shares, the statement may be filed any time within one
 12.23 year after the issuance of the shares. The resolution is effective when the statement has
 12.24 been filed with the secretary of state; or, if it is not required to be filed with the secretary of
 12.25 state before the issuance of shares, on the date of its adoption by the directors.

12.26 (c) Filing a statement with the secretary of state in accordance with paragraph
 12.27 (b) is not considered an amendment of the articles for purposes of sections 302A.135,
 12.28 302A.137, and 302A.471. Filing an amendment of such a statement with the secretary
 12.29 of state is considered an amendment of the articles for purposes of sections 302A.135,
 12.30 302A.137, and 302A.471.

12.31 Sec. 22. Minnesota Statutes 2004, section 302A.417, subdivision 7, is amended to read:

12.32 Subd. 7. **Uncertificated shares.** Unless uncertificated shares are prohibited by the
 12.33 articles or bylaws, a ~~resolution approved by the affirmative vote of a majority of the~~
 12.34 ~~directors present~~ corporation may provide that some or all of any or all classes and series
 12.35 of its shares will be uncertificated shares. ~~The resolution~~ Such an action does not apply to

13.1 shares represented by a certificate until the certificate is surrendered to the corporation.
 13.2 Within a reasonable time after the issuance or transfer of uncertificated shares, the
 13.3 corporation shall send to the new shareholder the information required by this section to
 13.4 be stated on certificates. This information is not required to be sent to the new shareholder
 13.5 by a publicly held corporation that has adopted a system of issuance, recordation, and
 13.6 transfer of its shares by electronic or other means not involving an issuance of certificates
 13.7 if the system complies with section 17A of the Securities Exchange Act of 1934. Except
 13.8 as otherwise expressly provided by statute, the rights and obligations of the holders of
 13.9 certificated and uncertificated shares of the same class and series are identical.

13.10 Sec. 23. [302A.439] CONTRACTUAL REQUIREMENT TO SUBMIT MATTER
 13.11 TO SHAREHOLDERS.

13.12 A corporation may agree to submit a matter to its shareholders whether or not the
 13.13 board of directors determines, at any time after approving the matter, that the matter is no
 13.14 longer advisable and recommends that shareholders reject it.

13.15 Sec. 24. Minnesota Statutes 2004, section 302A.441, subdivision 1, is amended to read:

13.16 Subdivision 1. **Method.** An action required or permitted to be taken at a meeting of
 13.17 the shareholders may be taken without a meeting by written action signed, or consented
 13.18 to by authenticated electronic communication, by all of the shareholders entitled to
 13.19 vote on that action. The articles of a corporation that is not a publicly held corporation
 13.20 may provide that any action may be taken by written action signed, or consented to by
 13.21 authenticated electronic communication, by shareholders having voting power equal
 13.22 to the voting power that would be required to take the same action at a meeting of the
 13.23 shareholders at which all shareholders were present, but in no event may written action be
 13.24 taken by holders of less than a majority of the voting power of all shares entitled to vote
 13.25 on that action. After the adoption of the initial articles, an amendment to the articles to
 13.26 permit written action to be taken by less than all shareholders requires the approval of
 13.27 all of the shareholders entitled to vote on the amendment.

13.28 Sec. 25. Minnesota Statutes 2004, section 302A.447, subdivision 1, is amended to read:

13.29 Subdivision 1. **Shares held by other corporation.** Shares of a corporation
 13.30 registered in the name of another domestic or foreign corporation may be voted by the chief
 13.31 executive officer or another legal representative of that domestic or foreign corporation.

13.32 Sec. 26. Minnesota Statutes 2004, section 302A.461, subdivision 2, is amended to read:

14.1 Subd. 2. **Other documents required.** A corporation shall keep at its principal
 14.2 executive office, or, if its principal executive office is outside of this state, shall make
 14.3 available at its registered office within ten days after receipt by an officer of the
 14.4 corporation of a written demand for them made by a person described in subdivision
 14.5 4, originals or copies of:

- 14.6 (a) records of all proceedings of shareholders for the last three years;
- 14.7 (b) records of all proceedings of the board for the last three years;
- 14.8 (c) its articles and all amendments currently in effect;
- 14.9 (d) its bylaws and all amendments currently in effect;
- 14.10 (e) financial statements required by section 302A.463 and the financial statement for
- 14.11 the most recent interim period prepared in the course of the operation of the corporation for
- 14.12 distribution to the shareholders or to a governmental agency as a matter of public record;
- 14.13 (f) reports made to shareholders generally within the last three years;
- 14.14 (g) a statement of the names and usual business addresses of its directors and
- 14.15 principal officers;
- 14.16 (h) voting trust agreements described in section 302A.453;
- 14.17 (i) shareholder control agreements described in section 302A.457; and
- 14.18 (j) a copy of agreements, contracts, or other arrangements or portions of them
- 14.19 incorporated by reference under section ~~302A.401, subdivision 3~~ 302A.111, subdivision 7.

14.20 Sec. 27. Minnesota Statutes 2004, section 302A.471, subdivision 1, is amended to read:

14.21 Subdivision 1. **Actions creating rights.** A shareholder of a corporation may dissent
 14.22 from, and obtain payment for the fair value of the shareholder's shares in the event of, any
 14.23 of the following corporate actions:

14.24 (a) unless otherwise provided in the articles, an amendment of the articles that
 14.25 materially and adversely affects the rights or preferences of the shares of the dissenting
 14.26 shareholder in that it:

14.27 (1) alters or abolishes a preferential right of the shares;

14.28 (2) creates, alters, or abolishes a right in respect of the redemption of the shares,
 14.29 including a provision respecting a sinking fund for the redemption or repurchase of the
 14.30 shares;

14.31 (3) alters or abolishes a preemptive right of the holder of the shares to acquire shares,
 14.32 securities other than shares, or rights to purchase shares or securities other than shares;

14.33 (4) excludes or limits the right of a shareholder to vote on a matter, or to cumulate
 14.34 votes, except as the right may be excluded or limited through the authorization or issuance
 14.35 of securities of an existing or new class or series with similar or different voting rights;

15.1 except that an amendment to the articles of an issuing public corporation that provides that
 15.2 section 302A.671 does not apply to a control share acquisition does not give rise to the
 15.3 right to obtain payment under this section; or

15.4 (5) eliminates the right to obtain payment under this subdivision;

15.5 (b) a sale, lease, transfer, or other disposition of property and assets of the
 15.6 corporation that requires shareholder approval under section 302A.661, subdivision 2, but
 15.7 not including a disposition in dissolution described in section 302A.725, subdivision 2, or a
 15.8 disposition pursuant to an order of a court, or a disposition for cash on terms requiring that
 15.9 all or substantially all of the net proceeds of disposition be distributed to the shareholders
 15.10 in accordance with their respective interests within one year after the date of disposition;

15.11 (c) a plan of merger, whether under this chapter or under chapter 322B, to which the
 15.12 corporation is a constituent organization, except as provided in subdivision 3, and except
 15.13 for a plan of merger adopted under section 302A.626;

15.14 (d) a plan of exchange, whether under this chapter or under chapter 322B, to which
 15.15 the corporation is a party as the corporation whose shares will be acquired by the acquiring
 15.16 ~~corporation~~ organization, except as provided in subdivision 3;

15.17 (e) a plan of conversion adopted by the corporation; or

15.18 (f) any other corporate action taken pursuant to a shareholder vote with respect to
 15.19 which the articles, the bylaws, or a resolution approved by the board directs that dissenting
 15.20 shareholders may obtain payment for their shares.

15.21 Sec. 28. Minnesota Statutes 2004, section 302A.471, subdivision 3, is amended to read:

15.22 Subd. 3. **Rights not to apply.** (a) Unless the articles, the bylaws, or a resolution
 15.23 approved by the board otherwise provide, the right to obtain payment under this section
 15.24 does not apply to a shareholder of (1) the surviving corporation in a merger with respect
 15.25 to shares of the shareholder that are not entitled to be voted on the merger and are not
 15.26 canceled or exchanged in the merger or (2) the corporation whose shares will be acquired
 15.27 by the acquiring ~~corporation~~ organization in a plan of exchange with respect to shares
 15.28 of the shareholder that are not entitled to be voted on the plan of exchange and are not
 15.29 exchanged in the plan of exchange.

15.30 (b) If a date is fixed according to section 302A.445, subdivision 1, for the
 15.31 determination of shareholders entitled to receive notice of and to vote on an action
 15.32 described in subdivision 1, only shareholders as of the date fixed, and beneficial owners
 15.33 as of the date fixed who hold through shareholders, as provided in subdivision 2, may
 15.34 exercise dissenters' rights.

16.1 (c) Notwithstanding subdivision 1, the right to obtain payment under this section,
16.2 other than in connection with a plan of merger adopted under section 302A.621, is limited
16.3 in accordance with the following provisions:

16.4 (1) The right to obtain payment under this section is not available for the holders of
16.5 shares of any class or series of shares that is listed on the New York Stock Exchange or
16.6 the American Stock Exchange or designated as a national market system security on an
16.7 interdealer quotation system by the National Association of Securities Dealers, Inc.

16.8 (2) The applicability of clause (1) is determined as of:

16.9 (i) the record date fixed to determine the shareholders entitled to receive notice of,
16.10 and to vote at, the meeting of shareholders to act upon the corporate action described
16.11 in subdivision 1; or

16.12 (ii) the day before the effective date of corporate action described in subdivision
16.13 1 if there is no meeting of shareholders.

16.14 (3) Clause (1) is not applicable, and the right to obtain payment under this section is
16.15 available pursuant to subdivision 1, for the holders of any class or series of shares who
16.16 are required by the terms of the corporate action described in subdivision 1 to accept for
16.17 such shares anything other than shares, or cash in lieu of fractional shares, of any class
16.18 or any series of shares of ~~the~~ a domestic or foreign corporation, or any other ~~proprietary~~
16.19 ownership interest of any other ~~entity~~ organization, that satisfies the standards set forth in
16.20 clause (1) at the time the corporate action becomes effective.

16.21 Sec. 29. Minnesota Statutes 2004, section 302A.471, subdivision 4, is amended to read:

16.22 Subd. 4. **Other rights.** The shareholders of a corporation who have a right under
16.23 this section to obtain payment for their shares, or who would have the right to obtain
16.24 payment for their shares absent the exception set forth in paragraph (c) of subdivision 3,
16.25 do not have a right at law or in equity to have a corporate action described in subdivision 1
16.26 set aside or rescinded, except when the corporate action is fraudulent with regard to the
16.27 complaining shareholder or the corporation.

16.28 Sec. 30. Minnesota Statutes 2004, section 302A.553, subdivision 1, is amended to read:

16.29 Subdivision 1. **When permitted; status of shares.** (a) A corporation may acquire
16.30 its own shares, subject to section 302A.551 and subdivision 3.

16.31 (b) If a corporation acquires its own shares, then any of the acquired shares that are
16.32 not pledged by the corporation as security for the future payment of some or all of the
16.33 purchase price for the shares constitute authorized but unissued shares of the corporation,

17.1 unless the articles provide that they shall not be reissued. If the articles prohibit reissue,
 17.2 the number of authorized shares reduced by the number of shares acquired.

17.3 (c) If a corporation pledges acquired shares as security for future payment of all or
 17.4 part of the purchase price for the shares and reissues the pledged shares in its own name;
 17.5 then

17.6 (1) the shares must continue to be issued and outstanding except for voting and
 17.7 determination of a quorum, and the shares are not considered to be present and entitled to
 17.8 vote at any meeting of shareholders;

17.9 (2) the corporation may not vote or exercise any other rights of a shareholder with
 17.10 respect to the pledged shares, but the pledgee shall have any rights, other than the right to
 17.11 vote, with respect to the shares to which the pledgee is entitled to by contract;

17.12 (3) if the pledge is foreclosed, the corporation shall reissue and deliver the pledged
 shares to or at the direction of the pledgee; and

17.14 (4) shares which are released from a pledge have the status specified in paragraph (b).

17.15 Sec. 31. Minnesota Statutes 2004, section 302A.601, subdivision 1, is amended to read:

17.16 Subdivision 1. **Merger.** ~~Any two~~ A corporation may merge with one or more
 17.17 domestic or foreign corporations ~~may merge~~, resulting in a single domestic or foreign
 17.18 corporation, with or without a business purpose, pursuant to a plan of merger approved in
 17.19 the manner provided in sections 302A.611 to 302A.651.

17.20 Sec. 32. Minnesota Statutes 2004, section 302A.601, subdivision 2, is amended to read:

17.21 Subd. 2. **Exchange.** A corporation may acquire all of the outstanding shares of one
 17.22 or more classes or series of another domestic or foreign corporation pursuant to a plan
 17.23 of exchange approved in the manner provided in sections 302A.611 to 302A.615, and
 17.24 302A.631 to 302A.651.

17.25 Sec. 33. Minnesota Statutes 2004, section 302A.611, subdivision 1, is amended to read:

17.26 Subdivision 1. **Contents of plan.** A plan of merger or exchange shall contain:

17.27 (a) The names of the constituent organizations proposing to merge or participate in
 17.28 an exchange, and:

17.29 (1) in the case of a merger, the name of the surviving organization;

17.30 (2) in the case of an exchange, the name of the acquiring organization;

17.31 (b) The terms and conditions of the proposed merger or exchange;

17.32 (c)(1) In the case of a merger, the manner and basis of converting the ownership
 17.33 interests of the constituent organizations into securities of, or other ownership interests

18.1 in, the surviving organization or of any other organization, or, in whole or in part, into
 18.2 money or other property; or

18.3 (2) In the case of an exchange, the manner and basis of exchanging the shares to be
 18.4 acquired for securities of, or other ownership interests in, the acquiring organization or
 18.5 any other organization or, in whole or part, into money or other property;

18.6 (d) In the case of a merger, a statement of any amendments to the articles of
 18.7 incorporation or organization of the surviving organization proposed as part of the merger;
 18.8 and

18.9 (e) Any other provisions with respect to the proposed merger or exchange that are
 18.10 deemed necessary or desirable.

18.11 Sec. 34. Minnesota Statutes 2004, section 302A.613, subdivision 1, is amended to read:

18.12 Subdivision 1. **Board approval; notice to shareholders.** A resolution containing
 18.13 the plan of merger or exchange shall be approved by the affirmative vote of a majority
 18.14 of the directors present at a meeting of the board of each constituent corporation and
 18.15 shall then be submitted at a regular or a special meeting to the shareholders of (i) each
 18.16 constituent corporation, in the case of a plan of merger, and (ii) the corporation whose
 18.17 shares will be acquired by the acquiring organization in the exchange, in the case of a plan
 18.18 of exchange. ~~The plan of merger or exchange may require that it be submitted to the~~
 18.19 ~~shareholders whether or not the board of directors determines at any time after the board of~~
 18.20 ~~directors' initial approval of the plan that the plan is no longer advisable and recommends~~
 18.21 ~~that the shareholders reject it.~~ If shareholders holding any class or series of stock of the
 18.22 corporation are entitled to vote on the plan of merger or exchange pursuant to this section,
 18.23 written notice shall be given to every shareholder of a corporation, whether or not entitled
 18.24 to vote at the meeting, not less than 14 days nor more than 60 days before the meeting,
 18.25 in the manner provided in section 302A.435 for notice of meetings of shareholders. The
 18.26 written notice shall state that a purpose of the meeting is to consider the proposed plan
 18.27 of merger or exchange. A copy or short description of the plan of merger or exchange
 18.28 shall be included in or enclosed with the notice. If the merger or exchange is with a
 18.29 domestic or foreign limited liability company, the plan of merger or exchange must also
 18.30 be approved in the manner required by the laws of the state under which the limited
 18.31 liability company is organized.

18.32 Sec. 35. Minnesota Statutes 2004, section 302A.613, subdivision 2, is amended to read:

18.33 Subd. 2. **Approval by owners.** (a) At the meeting a vote of the owners shall be
 18.34 taken on the proposed plan. The plan of merger or exchange is adopted when approved

19.1 by the affirmative vote of the holders of a majority of the voting power of all shares
 19.2 entitled to vote and, if the merger or exchange is with a domestic or foreign limited
 19.3 liability company, when approved in the manner required by the laws of the state under
 19.4 which the limited liability company is organized. Except as provided in paragraph (b),
 19.5 a class or series of shares of the corporation is entitled to vote as a class or series if any
 19.6 provision of the plan would, if contained in a proposed amendment to the articles, entitle
 19.7 the class or series of shares to vote as a class or series and, in the case of an exchange, if
 19.8 the class or series is included in the exchange.

19.9 (b) A class or series of shares of the corporation is not entitled to vote as a class or
 19.10 series ~~solely because the plan of merger or exchange effects a cancellation or exchange of~~
 19.11 ~~the shares of the class or series~~ if the plan of merger or exchange effects a cancellation
 19.12 or exchange of all shares of the corporation of all classes and series that are outstanding
 19.13 immediately prior to the merger or exchange and shareholders of shares of that class
 19.14 or series are entitled to obtain payment for the fair value of their shares under section
 19.15 302A.471, or would have the right to obtain payment for their shares absent the exception
 19.16 set forth in paragraph (c) of section 302A.471, subdivision 3, in the event of the merger or
 19.17 exchange.

19.18 Sec. 36. Minnesota Statutes 2004, section 302A.621, subdivision 1, is amended to read:

19.19 Subdivision 1. **When authorized; contents of plan.** ~~A parent owning~~ If either the
 19.20 parent or the subsidiary is a domestic corporation, a parent that is a domestic or foreign
 19.21 corporation or limited liability company owning at least 90 percent of the outstanding
 19.22 shares of each class and series of a subsidiary that is a domestic or foreign corporation
 19.23 or limited liability company directly, or indirectly through related organizations, other
 19.24 than classes or series that, absent this section, would otherwise not be entitled to vote
 19.25 on the merger, may merge the subsidiary into itself or into any other subsidiary at least
 19.26 90 percent of the outstanding shares of each class and series of which is owned by the
 19.27 parent directly, or indirectly through related organizations, other than classes or series that,
 19.28 absent this section, would otherwise not be entitled to vote on the merger, without a vote
 19.29 of the shareholders or other owners of itself or any subsidiary or may merge itself, or itself
 19.30 and one or more of the subsidiaries, into one of the subsidiaries under this section. A
 19.31 resolution approved by the affirmative vote of a majority of the directors or other members
 19.32 of the governing body of the parent present shall set forth a plan of merger that contains:

19.33 (1) the name of the subsidiary or subsidiaries, the name of the parent and the name
 19.34 of the surviving ~~corporation~~ organization;

20.1 (2) the manner and basis of converting the shares or other ownership interests of
 20.2 the subsidiary or subsidiaries or parent into securities or other ownership interests of the
 20.3 parent, subsidiary, or of another corporation or, in whole or in part, into money or other
 20.4 property;

20.5 (3) if the parent is a constituent ~~corporation~~ organization but is not the surviving
 20.6 ~~corporation~~ organization in the merger, a provision for the pro rata issuance of shares or
 20.7 other ownership interests of the surviving ~~corporation~~ organization to the holders of shares
 20.8 or other ownership interests of the parent on surrender of any certificates for shares or
 20.9 other ownership interests of the parent; and

20.10 (4) if the surviving ~~corporation~~ organization is a subsidiary, a statement of any
 20.11 amendments to the articles of the surviving ~~corporation~~ organization that will be part
 20.12 of the merger.

20.13 ~~If the parent is a constituent corporation and the surviving corporation in the merger,~~
 20.14 ~~it may change its corporate name, without a vote of its shareholders, by the inclusion of a~~
 20.15 ~~provision to that effect in the resolution of merger setting forth the plan of merger that is~~
 20.16 ~~approved by the affirmative vote of a majority of the directors of the parent present. Upon~~
 20.17 ~~the effective date of the merger, the name of the parent shall be changed.~~

20.18 ~~If the parent is a constituent corporation but is not the surviving corporation in the~~
 20.19 ~~merger, the resolution is not effective unless it is also approved by the affirmative vote of~~
 20.20 ~~the holders of a majority of the voting power of all shares of the parent entitled to vote at~~
 20.21 ~~a regular or special meeting held in accordance with section 302A.613 if the parent is a~~
 20.22 ~~domestic corporation or in accordance with the laws under which it is incorporated if the~~
 20.23 ~~parent is a foreign corporation.~~

20.24 Sec. 37. Minnesota Statutes 2004, section 302A.621, subdivision 2, is amended to read:

20.25 Subd. 2. **Notice to shareholders of subsidiary.** ~~Notice~~ If the subsidiary is a
 20.26 domestic corporation, notice of the action, including a copy of the plan of merger, shall
 20.27 be given to each shareholder, other than the parent and any subsidiary, of each such
 20.28 subsidiary that is a constituent corporation in the merger before, or within ten days after,
 20.29 the effective date of the merger.

20.30 Sec. 38. Minnesota Statutes 2004, section 302A.621, is amended by adding a
 20.31 subdivision to read:

20.32 Subd. 2a. **Approval of parent's shareholders; when required.** (a)
 20.33 Notwithstanding subdivision 1:

21.1 (1) if the parent is a domestic corporation and the conditions of section 302A.613,
 21.2 subdivision 3, are not met with respect to a parent, then the resolution is not effective
 21.3 unless it is also approved by the affirmative vote of the holders of a majority of the voting
 21.4 power of all shares of the parent entitled to vote at a regular or special meeting held in
 21.5 accordance with section 302A.613; and

21.6 (2) if the parent is a limited liability company or a foreign corporation and not the
 21.7 surviving organization in the merger, then the resolution is not effective unless it is also
 21.8 approved in accordance with the laws under which the parent is organized or incorporated.

21.9 (b) Notwithstanding paragraph (a), if the parent is a constituent corporation and the
 21.10 surviving corporation in the merger, it may change its corporate name, without shareholder
 21.11 approval, by the inclusion of a provision to that effect in the resolution of merger setting
 21.12 forth the plan of merger that is approved by the affirmative vote of a majority of the
 21.13 directors of the parent present. Upon the effective date of the merger, the parent's
 21.14 corporate name shall be changed.

21.15 Sec. 39. Minnesota Statutes 2004, section 302A.621, subdivision 3, is amended to read:

21.16 Subd. 3. **Articles of merger; contents of articles.** Articles of merger shall be
 21.17 prepared that contain:

21.18 (1) the plan of merger;

21.19 (2) the number of outstanding shares or other ownership interests of each class and
 21.20 series of each subsidiary that is a constituent ~~corporation~~ organization in the merger, other
 21.21 than the classes or series that, absent this section, would otherwise not be entitled to vote
 21.22 on the merger, and the number of shares of each class and series or other ownership
 21.23 interests of the subsidiary or subsidiaries, other than classes or series that, absent this
 21.24 section, would otherwise not be entitled to vote on the merger, owned by the parent
 21.25 directly, or indirectly through related organizations; and

21.26 (3) a statement that the plan of merger has been approved by the parent under this
 21.27 section.

21.28 Sec. 40. Minnesota Statutes 2004, section 302A.621, subdivision 5, is amended to read:

21.29 Subd. 5. **Certificate.** The secretary of state shall issue a certificate of merger to the
 21.30 parent or its legal representative or, if the parent is a constituent ~~corporation~~ organization
 21.31 but is not the surviving ~~corporation~~ organization in the merger, to the surviving ~~corporation~~
 21.32 organization or its legal representative.

21.33 Sec. 41. Minnesota Statutes 2004, section 302A.621, subdivision 6, is amended to read:

22.1 Subd. 6. **Rights of dissenting shareholders.** In the event all of the stock of one or
22.2 more domestic subsidiaries that is a constituent ~~party to~~ corporation in a merger under
22.3 this section is not owned by the parent directly, or indirectly through related ~~corporations~~
22.4 organizations, immediately prior to the merger, the shareholders of each ~~domestic~~
22.5 subsidiary that is a domestic corporation have dissenters' rights under sections 302A.471
22.6 (without regard to section 302A.471, subdivision 3) and 302A.473. If the parent is a
22.7 constituent corporation but is not the surviving corporation in the merger, and the articles
22.8 of incorporation of the surviving corporation immediately after the merger differ from the
22.9 articles of incorporation of the parent immediately prior to the merger in a manner that
22.10 would entitle a shareholder of the parent to dissenters' rights under section 302A.471,
22.11 subdivision 1, paragraph (a), if the articles of incorporation of the surviving corporation
22.12 constituted an amendment to the articles of incorporation of the parent, that shareholder
22.13 of the parent has dissenters' rights as provided under sections 302A.471 and 302A.473.
22.14 Except as provided in this subdivision, sections 302A.471 and 302A.473 do not apply
22.15 to any merger effected under this section.

22.16 Sec. 42. Minnesota Statutes 2004, section 302A.626, subdivision 1, is amended to read:

22.17 Subdivision 1. **Definitions.** (a) For purposes of this section, the terms defined in this
22.18 subdivision have the meanings given them.

22.19 (b) "Holding company" means the corporation that is or becomes the direct parent of
22.20 the surviving corporation of a merger accomplished under this section.

22.21 (c) "Parent constituent corporation" means the parent corporation that merges with
22.22 or into the subsidiary constituent corporation.

22.23 (d) "Subsidiary constituent corporation" means the subsidiary corporation that the
22.24 parent constituent corporation merges with or into in the merger.

22.25 Sec. 43. Minnesota Statutes 2004, section 302A.661, subdivision 1, is amended to read:

22.26 Subdivision 1. **Shareholder approval; when not required.** A corporation may, by
22.27 affirmative vote of a majority of the directors present, upon those terms and conditions
22.28 and for those considerations, which may be money, securities, or other instruments for
22.29 the payment of money or other property, as the board deems expedient, and without
22.30 shareholder approval:

22.31 (1) sell, lease, transfer, or otherwise dispose of all or substantially all of its property
22.32 and assets in the usual and regular course of its business;

22.33 (2) grant a security interest in all or substantially all of its property and assets
22.34 whether or not in the usual and regular course of its business; or

23.1 (3) transfer any or all of its property to ~~a corporation~~ an organization all the shares
 23.2 or other ownership interests of which are owned by the corporation.

23.3 Sec. 44. Minnesota Statutes 2004, section 302A.661, subdivision 4, is amended to read:

23.4 Subd. 4. **Transferee liability.** The transferee is liable for the debts, obligations,
 23.5 and liabilities of the transferor only to the extent provided in the contract or agreement
 23.6 between the transferee and the transferor or to the extent provided by this chapter or other
 23.7 statutes of this state. A disposition of all or substantially all of a corporation's property
 23.8 and assets under this section is not considered to be a merger or a de facto merger pursuant
 23.9 to this chapter or otherwise. The transferee shall not be liable solely because it is deemed
 23.10 to be a continuation of the transferor.

23.11 Sec. 45. **REPEALER.**

23.12 Minnesota Statutes 2004, section 302A.011, subdivision 2, is repealed.

23.13 Sec. 46. **EFFECTIVE DATE.**

23.14 Sections 1 to 45 are effective August 1, 2006.

23.15 ARTICLE 2

23.16 LIMITED LIABILITY COMPANIES

23.17 Section 1. Minnesota Statutes 2005 Supplement, section 322B.02, is amended to read:

23.18 **322B.02 LAWS NOT TO APPLY.**

23.19 Sections 222.19, 222.23, and chapters 301, 316, and 556 do not apply to a limited
 23.20 liability company organized under or governed by this chapter.

23.21 Sec. 2. Minnesota Statutes 2004, section 322B.03, subdivision 6, is amended to read:

23.22 Subd. 6. **Articles or articles of organization.** "Articles" or "articles of
 23.23 organization" means, in the case of a limited liability company organized under or
 23.24 governed by this chapter, articles of organization, articles of amendment, a statement of
 23.25 change of registered office, registered agent, or name of registered agent, a statement
 23.26 establishing or fixing the rights and preferences of a class or series of membership
 23.27 interests, articles of merger, articles of conversion, articles of abandonment, and articles
 23.28 of termination. In the case of a foreign limited liability company, the term includes all
 23.29 documents serving a similar function required to be filed with the secretary of state or
 23.30 other state office of the foreign limited liability company's state of organization.

24.1 Sec. 3. Minnesota Statutes 2004, section 322B.03, subdivision 12, is amended to read:

24.2 Subd. 12. **Constituent organization.** "Constituent organization" means a limited
24.3 liability company or a foreign limited liability company or a domestic corporation or a
24.4 foreign corporation that:

24.5 (1) in a merger is either the surviving organization or an organization that is merged
24.6 into the surviving organization; or

24.7 (2) in an exchange is either the acquiring organization or an organization whose
24.8 securities are acquired by the acquiring organization.

24.9 Sec. 4. Minnesota Statutes 2004, section 322B.03, subdivision 19a, is amended to read:

24.10 Subd. 19a. **Foreign corporation.** "Foreign corporation" means ~~a corporation~~ an
24.11 organization organized for profit that is incorporated under laws other than the laws of
24.12 this state for a purpose or purposes for which a corporation may be incorporated under
24.13 chapter 302A.

24.14 Sec. 5. Minnesota Statutes 2004, section 322B.03, subdivision 20, is amended to read:

24.15 Subd. 20. **Foreign limited liability company.** "Foreign limited liability company"
24.16 means a limited liability company organized for profit that is organized under or governed
24.17 by laws other than the laws of this state for a purpose or purposes for which a limited
24.18 liability company may be organized under this chapter.

24.19 Sec. 6. Minnesota Statutes 2004, section 322B.03, subdivision 23, is amended to read:

24.20 Subd. 23. **Governing ~~board~~ body.** ~~"Governing board" means the board of~~
24.21 ~~governors in the case of a~~ "Governing body" means the body of an organization that has
24.22 been charged with managing or directing the management of the business and affairs of
24.23 the organization and which, if not the owners themselves, is responsible directly to the
24.24 owners of the organization. In the case of a domestic limited liability company and the
24.25 ~~board of directors,~~ the governing body is the board of governors, and in the case of a
24.26 domestic corporation the governing body is the board of directors.

24.27 Sec. 7. Minnesota Statutes 2004, section 322B.03, subdivision 28, is amended to read:

24.28 Subd. 28. **Limited liability company; domestic limited liability company.**
24.29 "Limited liability company" or "domestic limited liability company" means a limited
24.30 liability company, other than a foreign limited liability company, organized under or
24.31 governed by this chapter.

25.1 Sec. 8. Minnesota Statutes 2004, section 322B.03, subdivision 36a, is amended to read:

25.2 Subd. 36a. **Parent.** "Parent" of a specified ~~limited liability company means a~~
 25.3 ~~limited liability company or a foreign limited liability company~~ organization means an
 25.4 organization that directly or indirectly through related organizations owns more than
 25.5 50 percent of the voting power of the membership interests, shares, or other ownership
 25.6 interests entitled to vote for governors, directors, or other members of the governing body
 25.7 of the specified ~~limited liability company~~ organization.

25.8 Sec. 9. Minnesota Statutes 2004, section 322B.03, subdivision 45a, is amended to read:

25.9 Subd. 45a. **Subsidiary.** "Subsidiary" of a specified ~~limited liability company means~~
 25.10 ~~a limited liability company or a foreign limited liability company having~~ organization
 25.11 means an organization of which more than 50 percent of the voting power of its
 25.12 membership interests, shares, or other ownership interests entitled to vote for governors,
 25.13 directors, or other members of the governing body of the organization is owned directly
 25.14 or indirectly through related organizations by the specified ~~limited liability company~~
 25.15 organization.

25.16 Sec. 10. Minnesota Statutes 2004, section 322B.115, subdivision 3, is amended to read:

25.17 Subd. 3. **Statutory provisions that may be modified either in articles of**
 25.18 **organization, a member control agreement, or in the bylaws.** The following provisions
 25.19 govern a limited liability company unless modified in the articles of organization, a
 25.20 member control agreement under section 322B.37 or in the bylaws:

25.21 (1) governors serve for an indefinite term that expires at the next regular meeting
 25.22 of members (section 322B.616);

25.23 (2) the compensation of governors is fixed by the board of governors (section
 25.24 322B.623);

25.25 (3) a certain method must be used for removal of governors (section 322B.636);

25.26 (4) a certain method must be used for filling board of governor vacancies (section
 25.27 322B.64);

25.28 (5) if the board of governors fails to select a place for a board meeting, it must be
 25.29 held at the principal executive office (section 322B.643, subdivision 1);

25.30 (6) the notice of a board of governors meeting need not state the purpose of the
 25.31 meeting (section 322B.643, subdivision 3);

25.32 (7) a majority of the board of governors is a quorum for a board meeting (section
 25.33 322B.65);

26.1 (8) a committee consists of one or more persons, who need not be governors,
 26.2 appointed by affirmative vote of a majority of the governors present (section 322B.66,
 26.3 subdivision 2), and a committee may create one or more subcommittees, each consisting
 26.4 of one or more members of the committee, and may delegate to the subcommittee any or
 26.5 all of the authority of the committee (section 322B.66, subdivision 3);

26.6 (9) the board may establish a special litigation committee (section 322B.66);

26.7 (10) the chief manager and treasurer have specified duties, until the board of
 26.8 governors determines otherwise (section 322B.673);

26.9 (11) managers may delegate some or all of their duties and powers, if not prohibited
 26.10 by the board of governors from doing so (section 322B.689);

26.11 (12) regular meetings of members need not be held, unless demanded by a member
 26.12 under certain conditions (section 322B.333);

26.13 (13) in all instances where a specific minimum notice period has not otherwise been
 26.14 fixed by law, not less than ten days' notice is required for a meeting of members (section
 26.15 322B.34, subdivision 2);

26.16 (14) for a quorum at a members' meeting there is required a majority of the voting
 26.17 power of the membership interests entitled to vote at the meeting (section 322B.353);

26.18 (15) the board of governors may fix a date up to 60 days before the date of a
 26.19 members' meeting as the date for the determination of the members entitled to notice of
 26.20 and entitled to vote at the meeting (section 322B.356, subdivision 1);

26.21 (16) indemnification of certain persons is required (section 322B.699);

26.22 (17) the board of governors may authorize, and the limited liability company
 26.23 may make, distributions not prohibited, limited, or restricted by an agreement (section
 26.24 322B.54, subdivision 1); and

26.25 (18) members have no right to interim distributions except as provided through the
 26.26 bylaws or an act of the board of governors (section 322B.51).

26.27 Sec. 11. Minnesota Statutes 2004, section 322B.115, is amended by adding a
 26.28 subdivision to read:

26.29 Subd. 7. Dependence on facts outside the articles. Except for provisions included
 26.30 pursuant to subdivision 1, any provision of the articles of organization may:

26.31 (1) be made dependent upon facts ascertainable outside the articles, but only if the
 26.32 manner in which the facts operate upon the provision is clearly and expressly set forth
 26.33 in the articles; and

26.34 (2) incorporate by reference some or all of the terms of any agreements, contracts, or
 26.35 other arrangements entered into by the corporation, but only if the corporation retains at

27.1 its principal executive office a copy of the agreements, contracts, or other arrangements
 27.2 or the portions incorporated by reference.

27.3 Sec. 12. Minnesota Statutes 2004, section 322B.12, subdivision 1, is amended to read:

27.4 Subdivision 1. **Requirements and prohibitions.** The limited liability company
 27.5 name must:

27.6 (1) be in the English language or in any other language expressed in English letters
 27.7 or characters;

27.8 (2) contain the words "limited liability company," or must contain the abbreviation
 27.9 "LLC" or, in the case of an organization formed pursuant to chapter 319B, must meet the
 27.10 requirements of section 319B.05 applicable to a limited liability company;

27.11 (3) not contain the word corporation or incorporated and must not contain the
 27.12 abbreviation of either or both of these words;

27.13 (4) not contain a word or phrase that indicates or implies that it is organized for a
 27.14 purpose other than a legal business purpose; and

27.15 (5) be distinguishable upon the records in the Office of the Secretary of State
 27.16 from the name of each domestic limited liability company, limited liability partnership,
 27.17 corporation, and limited partnership, whether profit or nonprofit, and each foreign limited
 27.18 liability company, limited liability partnership, corporation, and limited partnership
 27.19 authorized or registered to do business in this state, whether profit or nonprofit, and each
 27.20 name the right to which is, at the time of organization, reserved as provided for in sections
 27.21 302A.117, 317A.117, 321.0109, 322B.125, or 333.001 to 333.54, unless there is filed with
 27.22 the articles of organization one of the following:

27.23 (i) the written consent of the domestic limited liability company, limited liability
 27.24 partnership, corporation, or limited partnership or the foreign limited liability company,
 27.25 limited liability partnership, corporation, or limited partnership authorized or registered to
 27.26 do business in this state or the holder of a reserved name or a name filed by or registered
 27.27 with the secretary of state under sections 333.001 to 333.54 having a name that is not
 27.28 distinguishable;

27.29 (ii) a certified copy of a final decree of a court in this state establishing the prior right
 27.30 of the applicant to the use of the name in this state; or

27.31 (iii) the applicant's affidavit that the domestic or foreign limited liability company,
 27.32 domestic or foreign corporation, or domestic or foreign limited partnership with the
 27.33 name that is not distinguishable has been organized, incorporated, or on file in this
 27.34 state for at least three years prior to the affidavit, if it is a domestic limited liability
 27.35 company, corporation, or limited partnership, or has been authorized or registered to

28.1 do business in this state for at least three years prior to the affidavit, if it is a foreign
28.2 limited liability company, corporation, or limited partnership, or that the holder of a name
28.3 filed or registered with the secretary of state under sections 333.001 to 333.54 filed or
28.4 registered that name at least three years prior to the affidavit, that the domestic or foreign
28.5 limited liability company, domestic or foreign corporation, or domestic or foreign limited
28.6 partnership or holder has not during the three-year period before the affidavit filed any
28.7 document with the secretary of state; that the applicant has mailed written notice to
28.8 the domestic or foreign limited liability company, domestic or foreign corporation, or
28.9 domestic or foreign limited partnership or the holder of a name filed or registered with
28.10 the secretary of state under sections 333.001 to 333.54 by certified mail, return receipt
28.11 requested, properly addressed to the registered office of the domestic or foreign limited
28.12 liability company or domestic or foreign corporation or in care of the agent of the
28.13 domestic or foreign limited partnership, or the address of the holder of a name filed or
28.14 registered with the secretary of state under sections 333.001 to 333.54, shown in the
28.15 records of the secretary of state, stating that the applicant intends to use a name that is
28.16 not distinguishable and the notice has been returned to the applicant as undeliverable to
28.17 the addressee of the domestic or foreign limited liability company, domestic or foreign
28.18 corporation, or domestic or foreign limited partnership or holder of a name filed or
28.19 registered with the secretary of state under sections 333.001 to 333.54; that the applicant,
28.20 after diligent inquiry, has been unable to find any telephone listing for the domestic or
28.21 foreign limited liability company, domestic or foreign corporation, or domestic or foreign
28.22 limited partnership with the name that is not distinguishable in the county in which is
28.23 located the registered office of the domestic or foreign limited liability company, domestic
28.24 or foreign corporation, or domestic or foreign limited partnership shown in the records of
28.25 the secretary of state or has been unable to find any telephone listing for the holder of a
28.26 name filed or registered with the secretary of state under sections 333.001 to 333.54
28.27 in the county in which is located the address of the holder shown in the records of the
28.28 secretary of state; and that the applicant has no knowledge that the domestic or foreign
28.29 limited liability company, domestic or foreign corporation, or domestic or foreign limited
28.30 partnership or holder of a name filed or registered with the secretary of state under sections
28.31 333.001 to 333.54 is currently engaged in business in this state.

28.32 Sec. 13. Minnesota Statutes 2004, section 322B.15, is amended by adding a
28.33 subdivision to read:

28.34 Subd. 6. Change of limited liability company name. An amendment that only
28.35 changes a limited liability company's limited liability company name may be authorized

29.1 by a resolution approved by the board and may, but need not, be submitted to and approved
 29.2 by the members as provided in subdivisions 2, 3, and 4.

29.3 Sec. 14. Minnesota Statutes 2004, section 322B.23, is amended to read:

29.4 **322B.23 TRANSACTION OF BUSINESS OUTSIDE MINNESOTA.**

29.5 By enacting this chapter the Minnesota legislature recognizes the limited liability
 29.6 company as an important and constructive form of business organization. The legislature
 29.7 understands that:

29.8 (1) businesses organized under or governed by this chapter will often transact
 29.9 business in other states;

29.10 (2) for businesses organized under or governed by this chapter to function effectively
 29.11 and for this chapter to be a useful enactment, this chapter must be accorded the same
 29.12 comity and full faith and credit that states typically accord to each other's corporate
 29.13 laws; and

29.14 (3) specifically, it is essential that other states recognize both the legal existence of
 29.15 limited liability companies ~~formed~~ organized under or governed by this chapter and the
 29.16 legal status of all members of these limited liability companies.

29.17 The legislature therefore specifically seeks that, subject to any reasonable
 29.18 registration requirements, other states extend to this chapter the same full faith and credit
 29.19 under section 1 of Article IV of the Constitution of the United States, and the same comity,
 29.20 that Minnesota extends to statutes that other states enact to provide for the establishment
 29.21 and operation of business organizations.

29.22 Sec. 15. Minnesota Statutes 2004, section 322B.31, subdivision 2, is amended to read:

29.23 Subd. 2. **Effect of assignment of financial rights.** An assignment of a member's
 29.24 financial rights entitles the assignee to receive, to the extent assigned, only the share of
 29.25 profits and losses and the distributions to which the assignor would otherwise be entitled.
 29.26 An assignment of a member's financial rights does not dissolve the limited liability
 29.27 company and does not entitle or empower the assignee to become a member, to exercise
 29.28 any governance rights, to receive any notices from the limited liability company, or to
 29.29 cause dissolution. ~~The assignment may not allow the assignee to control the member's~~
 29.30 ~~exercise of governance rights.~~

29.31 Sec. 16. **[322B.348] CONTRACTUAL REQUIREMENT TO SUBMIT MATTER**
 29.32 **TO MEMBERS.**

30.1 A limited liability company may agree to submit a matter to its members whether
30.2 or not the board determines, at any time after approving the matter, that the matter is no
30.3 longer advisable and recommends that members reject it.

30.4 Sec. 17. Minnesota Statutes 2004, section 322B.35, subdivision 1, is amended to read:

30.5 Subdivision 1. **Method.** An action required or permitted to be taken at a meeting
30.6 of the members may be taken by written action signed, or consented to by authenticated
30.7 electronic communication, by all of the members. If the articles or a member control
30.8 agreement so provide, any action may be taken by written action signed, or consented
30.9 to by authenticated electronic communication, by the members who own voting power
30.10 equal to the voting power that would be required to take the same action at a meeting of
30.11 the members at which all members were present, but in no event may written action be
30.12 taken by members holding less than a majority of the voting power of all membership
30.13 interests entitled to vote on the action. After the adoption of the initial articles or the first
30.14 making of a member control agreement, an amendment to the articles or to a member
30.15 control agreement to permit written action to be taken by less than all members requires
30.16 the approval of all the members entitled to vote on the amendment.

30.17 Sec. 18. Minnesota Statutes 2004, section 322B.63, subdivision 1, is amended to read:

30.18 Subdivision 1. **Required vote.** Unless otherwise provided in the articles or a
30.19 member control agreement, governors are elected by a plurality of the voting power of
30.20 the membership interests present and entitled to vote on the election of governors at
30.21 a meeting at which a quorum is present.

30.22 Sec. 19. Minnesota Statutes 2004, section 322B.66, is amended by adding a
30.23 subdivision to read:

30.24 Subd. 7. **Subcommittees.** Unless otherwise provided in the articles, the bylaws,
30.25 a member control agreement, or the resolution of the board establishing the committee,
30.26 a committee may create one or more subcommittees, each consisting of one or more
30.27 members of the committee, and may delegate to a subcommittee any or all of the authority
30.28 of the committee. In this chapter, unless the language or context clearly indicates that
30.29 a different meaning is intended, any reference to a committee is deemed to include
30.30 a subcommittee, and any reference to a committee member is deemed to include a
30.31 subcommittee member.

30.32 Sec. 20. Minnesota Statutes 2004, section 322B.686, subdivision 2, is amended to read:

31.1 Subd. 2. **Removal.** Unless otherwise provided in the articles of organization, the
 31.2 bylaws, or a member control agreement, a manager may be removed at any time, with
 31.3 or without cause, by a resolution approved by the affirmative vote of a majority of the
 31.4 governors present; ~~subject to the provisions of a.~~ The articles of organization, the bylaws,
 31.5 or the member control agreement. ~~The~~ may provide other manners of removing a manager.
 31.6 Removal is without prejudice to any contractual rights of the manager.

31.7 Sec. 21. Minnesota Statutes 2004, section 322B.70, subdivision 1, is amended to read:

31.8 Subdivision 1. **Merger.** With or without a business purpose, a limited liability
 31.9 company may merge with:

31.10 (1) ~~with another~~ one or more limited liability ~~company~~ companies pursuant to a plan
 31.11 of merger approved in the manner provided in sections 322B.71 to 322B.75;

31.12 (2) ~~with a~~ one or more domestic ~~corporation~~ corporations under a plan of merger
 31.13 approved in the manner provided in sections 322B.71 to 322B.75; ~~and in chapter 302A;~~

31.14 (3) ~~with any~~ one or more foreign ~~corporation~~ corporations or foreign limited liability
 31.15 ~~company~~ companies pursuant to a plan of merger approved in the manner provided in
 31.16 ~~section~~ sections 322B.71 to 322B.75 and 322B.76; and

31.17 (4) ~~with~~ one or more cooperatives organized under chapter 308A or 308B, in the
 31.18 manner provided by and subject to the limitations in ~~section~~ sections 322B.71 to 322B.75
 31.19 and 322B.755.

31.20 Sec. 22. Minnesota Statutes 2004, section 322B.70, subdivision 2, is amended to read:

31.21 Subd. 2. **Exchange.** (a) A limited liability company may acquire all of the
 31.22 ownership interests of one or more classes or series of another domestic or foreign limited
 31.23 liability company pursuant to a plan of exchange approved in the manner provided in
 31.24 sections 322B.71 to 322B.75.

31.25 (b) A limited liability company may acquire all of the ownership interests of one or
 31.26 more classes or series of a domestic or foreign corporation pursuant to a plan of exchange
 31.27 approved in the manner provided in sections 322B.71 to 322B.75; ~~and in chapter 302A.~~

31.28 (c) A domestic corporation may acquire all of the ownership interests of one or more
 31.29 classes or series of a limited liability company pursuant to a plan of exchange approved in
 31.30 the manner provided in sections 322B.71 to 322B.75; ~~and in chapter 302A.~~

31.31 (d) A foreign corporation or foreign limited liability company may acquire all of
 31.32 the ownership interests of one or more classes or series of a limited liability company
 31.33 pursuant to a plan of exchange approved in the manner provided in ~~section~~ sections
 31.34 322B.71 to 322B.75 and 322B.76.

32.1 Sec. 23. Minnesota Statutes 2004, section 322B.71, subdivision 1, is amended to read:

32.2 Subdivision 1. **Contents of plan.** A plan of merger or exchange must contain:

32.3 (1) the name of the limited liability company and each other constituent organization
32.4 proposing to merge or participate in an exchange, and:

32.5 (i) in the case of a merger, the name of the surviving organization, which may be the
32.6 limited liability company or ~~the other~~ another constituent organization; or

32.7 (ii) in the case of an exchange, the name of the acquiring organization;

32.8 (2) the terms and conditions of the proposed merger or exchange;

32.9 (3)(i) in the case of a merger, the manner and basis of converting the ownership
32.10 interests of the constituent organizations into securities of, or other ownership interests
32.11 in, the surviving organization or of any other organization, or, in whole or in part, into
32.12 money or other property; or

32.13 (ii) in the case of an exchange, the manner and basis of exchanging the ownership
32.14 interests to be acquired for securities of, or other ownership interests in, the acquiring
32.15 organization or any other organization or, in whole or part, for money or other property;

32.16 (4) in the case of a merger, a statement of any amendments to the articles of
32.17 organization or articles of incorporation, as the case may be, of the surviving organization
32.18 proposed as part of the merger; and

32.19 (5) any other provisions with respect to the proposed merger or exchange that are
32.20 considered necessary or desirable.

32.21 Sec. 24. Minnesota Statutes 2004, section 322B.72, is amended to read:

32.22 **322B.72 PLAN APPROVAL BY LIMITED LIABILITY COMPANY.**

32.23 Subdivision 1. **Governing Board of governors approval and notice to owners**
32.24 **members.** A resolution containing the plan of merger or exchange must be approved
32.25 by the affirmative vote of a majority of the board members present at a meeting of the
32.26 governing board of governors of each constituent organization that is a limited liability
32.27 company and must then be submitted at a regular or a special meeting to the ~~owners of:~~

32.28 ~~(1) each constituent organization, in the case of a plan of merger; and~~

32.29 ~~(2) the organization whose ownership interests will be acquired by the acquiring~~
32.30 ~~organization in the exchange, in the case of a plan of exchange.~~

32.31 ~~The plan of merger or exchange may require that it be submitted to the owners whether~~

32.32 ~~or not the governing board determines at any time after the governing board's initial~~

32.33 ~~approval of the plan that the plan is no longer advisable and recommends that the owners~~

32.34 ~~reject it. If owners~~ members of the limited liability company. If members owning any

32.35 class or series of ownership membership interest of an organization in the limited liability

33.1 company are entitled to vote on the plan of merger or exchange pursuant to this section,
 33.2 written notice must be given to every ~~owner of that organization~~ member of the limited
 33.3 liability company, whether or not entitled to vote at the meeting, not less than 14 days
 33.4 nor more than 60 days before the meeting, in the manner provided in section ~~302A.435~~
 33.5 ~~for notice of meetings of shareholders in the case of a domestic corporation and in the~~
 33.6 ~~manner provided in section 322B.34 for notice of meetings of members in the case of a~~
 33.7 ~~limited liability company~~. The written notice must state that a purpose of the meeting is to
 33.8 consider the proposed plan of merger or exchange. A copy or short description of the plan
 33.9 of merger or exchange must be included in or enclosed with the notice.

33.10 Subd. 2. **Approval by owners members**. (a) At the meeting a vote of the ~~owners~~
 33.11 members must be taken on the proposed plan. The plan of merger or exchange is adopted
 33.12 when approved by the affirmative vote of the owners of a majority of the voting power
 33.13 of all ~~ownership~~ membership interests entitled to vote. Except as provided in paragraph
 33.14 (b) or a member control agreement, a class or series of ~~ownership~~ membership interests
 33.15 of the ~~organization~~ limited liability company is entitled to vote as a class or series if any
 33.16 provision of the plan would, if contained in a proposed amendment to the articles of
 33.17 organization, entitle the class or series of ~~ownership~~ membership interests to vote as a class
 33.18 or series and, in the case of an exchange, if the class or series is included in the exchange.

33.19 (b) A class or series of ~~ownership~~ membership interests of the ~~organization~~ limited
 33.20 liability company is not entitled to vote as a class or series ~~solely because the plan of~~
 33.21 ~~merger or exchange effects a cancellation or exchange of the ownership interests of the~~
 33.22 ~~class or series~~ if the plan of merger or exchange effects a cancellation or exchange of
 33.23 all ~~ownership~~ membership interests of the ~~organization~~ limited liability company of all
 33.24 classes and series that are existing immediately before the merger or exchange and owners
 33.25 of ~~ownership~~ membership interests of that class or series are entitled to obtain payment
 33.26 for the fair value of their ~~ownership~~ membership interests under section 322B.383 in the
 33.27 event of the merger or exchange.

33.28 Subd. 3. **Approval by other constituent domestic corporation organizations**. If
 33.29 a constituent organization in the merger or exchange is ~~with a domestic corporation~~ an
 33.30 organization other than a limited liability company, the plan of merger or exchange must
 33.31 also be approved in the manner provided in ~~chapter 302A~~ for in the statute that governs
 33.32 that constituent organization.

Sec. 25. Minnesota Statutes 2004, section 322B.74, is amended to read:

33.34 **322B.74 ABANDONMENT BY LIMITED LIABILITY COMPANY.**

34.1 Subdivision 1. **By ~~owners~~ members or plan.** After a plan of merger or exchange
 34.2 has been approved by the ~~owners~~ members entitled to vote on the approval of the plan
 34.3 as provided in section 322B.72, and before the effective date of the plan, it may be
 34.4 abandoned:

34.5 (1) if the ~~owners of ownership interests~~ members of each of the limited liability
 34.6 company that is a constituent organizations organization who hold membership interests
 34.7 entitled to vote on the approval of the plan as provided in section 322B.72 ~~have approved~~
 34.8 approve the abandonment at a meeting by the affirmative vote of the owners of a majority
 34.9 of the voting power of the ~~ownership~~ membership interests entitled to vote and, if the
 34.10 ~~owners of~~ members of a limited liability company that is a constituent organization are
 34.11 not entitled to vote on the approval of the plan under section 322B.72, the governing
 34.12 board of governors of that limited liability company has approved the abandonment by
 34.13 the affirmative vote of a majority of the board members present, and the abandonment
 34.14 has been approved in the manner provided ~~in chapter 302A by any~~ for in the statute that
 34.15 governs each constituent organization that is ~~a domestic corporation~~ not a limited liability
 34.16 company;

34.17 (2) if the plan itself provides for abandonment and all conditions for abandonment
 34.18 set forth in the plan are met; or

34.19 (3) pursuant to subdivision 2.

34.20 Subd. 2. **By the governing board of governors.** A plan of merger or exchange
 34.21 may be abandoned, before the effective date of the plan, by a resolution ~~of the governing~~
 34.22 ~~board of any constituent organization that is a limited liability company abandoning~~
 34.23 that abandons the plan of merger or exchange and is approved by the affirmative vote
 34.24 ~~of a majority of the board members present~~ board of governors of any limited liability
 34.25 company that is a constituent, subject to the contract rights of any other person under
 34.26 the plan. ~~Abandonment by the board of a constituent organization that is a domestic~~
 34.27 ~~corporation may be accomplished as provided in chapter 302A.~~

34.28 Subd. 3. **Filing of articles.** If articles of merger or exchange have been filed with
 34.29 the secretary of state, but have not yet become effective, the constituent organizations, in
 34.30 the case of abandonment under subdivision 1, clause (1), the constituent organizations
 34.31 or any one of them, in the case of abandonment under subdivision 1, clause (2), or the
 34.32 abandoning organization in the case of abandonment under subdivision 2, shall file with
 34.33 the secretary of state articles of abandonment that contain:

34.34 (1) the names of the constituent organizations;

34.35 (2) the provision of this section under which the plan is abandoned; and

35.1 (3) if the plan is abandoned under subdivision 2, the text of the resolution that was
 35.2 approved by the ~~affirmative vote of a majority of the board members present~~ board of
 35.3 governors abandoning the plan.

35.4 Sec. 26. Minnesota Statutes 2004, section 322B.75, subdivision 2, is amended to read:

35.5 Subd. 2. **Effect on constituent organizations.** When a merger becomes effective:

35.6 (1) the constituent organizations become a single entity, the surviving limited
 35.7 liability company or corporation, as the case may be;

35.8 (2) the separate existence of all constituent organizations except the surviving
 35.9 organization ceases;

35.10 (3) as to any limited liability company that was a constituent organization and is not
 35.11 the surviving organization, the articles of merger serve as the articles of termination, and,
 35.12 unless previously filed, the notice of dissolution;

35.13 (4)(i) if the surviving organization is a limited liability company, the surviving
 35.14 limited liability company has all the rights, privileges, immunities, and powers, and is
 35.15 subject to all the duties and liabilities of a limited liability company ~~organized~~ under
 35.16 this chapter; and

35.17 (ii) if the surviving organization is ~~a domestic corporation~~ not a limited liability
 35.18 company, the surviving ~~domestic corporation~~ organization has all the rights, privileges,
 35.19 immunities, and powers, and is subject to all the duties and liabilities of ~~a domestic~~
 35.20 ~~corporation organized under chapter 302A~~ the organization under its governing law;

35.21 (5) the surviving organization, whether a limited liability company ~~or~~, a foreign
 35.22 limited liability company, a domestic ~~or~~ corporation, a foreign corporation, or a
 35.23 cooperative organized under chapter 308A or 308B, possesses all the rights, privileges,
 35.24 immunities, and franchises, of a public as well as of a private nature, of each of the
 35.25 constituent organizations. All property, real, personal, and mixed, and all debts due on any
 35.26 account, including subscriptions to shares and contribution agreements, as the case may
 35.27 be, and all other choses in action, and every other interest of or belonging to or due to each
 35.28 of the constituent organizations vests in the surviving organization without any further
 35.29 act or deed. Confirmatory deeds, assignments, or similar instruments to accomplish that
 35.30 vesting may be signed and delivered at any time in the name of a constituent organization
 35.31 by its current officers or managers, as the case may be, or, if the organization no longer
 35.32 exists, by its last officers or managers, as the case may be. The title to any real estate or
 35.33 any interest in real estate vested in any of the constituent organizations does not revert
 35.34 nor in any way become impaired by reason of the merger;

36.1 (6) the surviving organization is responsible and liable for all the liabilities and
 36.2 obligations of each of the constituent organizations. A claim of or against or a pending
 36.3 proceeding by or against a constituent organization may be prosecuted as if the merger
 36.4 had not taken place, or the surviving organization may be substituted in the place of the
 36.5 constituent organization. Neither the rights of creditors nor any liens upon the property of
 36.6 a constituent organization are impaired by the merger; and

36.7 (7) the articles of organization or articles of incorporation, as the case may be, of
 36.8 the surviving organization are considered to be amended to the extent that changes in its
 36.9 articles, if any, are contained in the plan of merger.

36.10 Sec. 27. Minnesota Statutes 2004, section 322B.75, subdivision 3, is amended to read:

36.11 Subd. 3. **Effect on ~~owners~~ members.** When a merger or exchange becomes
 36.12 effective, the ~~ownership membership~~ interests in a limited liability company to be
 36.13 converted or exchanged under the terms of the plan cease to exist in the case of a merger,
 36.14 or are considered to be exchanged in the case of an exchange. The ~~owners of members~~
 36.15 owning those ownership membership interests are entitled only to the ownership interests,
 36.16 securities, money, or other property into which those ~~ownership membership~~ interests
 36.17 have been converted or for which those ~~ownership membership~~ interests have been
 36.18 exchanged in accordance with the plan, subject to any dissenters' rights under section
 36.19 ~~302A.471 or 322B.383, as the case may be.~~

36.20 Sec. 28. Minnesota Statutes 2004, section 322B.755, subdivision 3, is amended to read:

36.21 Subd. 3. **Abandonment.** Section 308B.835 governs the abandonment by a
 36.22 domestic cooperative of a merger authorized by this section. ~~Section 322B.74 governs the~~
 36.23 ~~abandonment by a limited liability company of a merger authorized by this section, except~~
 36.24 ~~that for the purposes of a merger authorized by this section:~~

36.25 (1) ~~the term "constituent organization" as used in section 322B.74, subdivision 1,~~
 36.26 ~~clause (1), does not include a domestic cooperative;~~

36.27 (2) ~~the requirement stated in section 322B.74, subdivision 1, clause (1), as to a~~
 36.28 ~~domestic corporation does not apply and instead the abandonment must have been~~
 36.29 ~~approved by the domestic cooperative in the manner provided in chapter 308B;~~

36.30 (3) ~~the reference in section 322B.74, subdivision 2, to a domestic corporation does~~
 36.31 ~~not apply and instead the abandonment by the domestic cooperative may be accomplished~~
 36.32 ~~as provided in chapter 308B; and~~

36.33 (4) ~~the term "constituent organization" as used in section 322B.74, subdivision 3,~~
 36.34 ~~includes a domestic cooperative.~~

37.1 Sec. 29. Minnesota Statutes 2004, section 322B.76, is amended to read:

37.2 **322B.76 MERGER OR EXCHANGE WITH FOREIGN CORPORATION OR**
 37.3 **A FOREIGN LIMITED LIABILITY COMPANY.**

37.4 Subdivision 1. **When permitted.** A limited liability company may merge with
 37.5 or participate in an exchange with a foreign corporation or a foreign limited liability
 37.6 company by following the procedures set forth in this section, if:

37.7 (1) with respect to a merger, the merger is permitted by the laws of the state under
 37.8 which the foreign corporation or foreign limited liability company is incorporated or
 37.9 organized; and

37.10 (2) with respect to an exchange, the organization whose ownership interests will be
 37.11 acquired is either a limited liability company or a domestic corporation, whether or not
 37.12 the exchange is permitted by the laws of the state under which the foreign corporation or
 37.13 foreign limited liability company is incorporated or organized.

37.14 Subd. 2. **Laws applicable before transaction.** Each limited liability company shall
 37.15 comply with the provisions of sections 322B.70 to 322B.76 with respect to the merger or
 37.16 exchange of ownership interests of organizations and each foreign corporation or foreign
 37.17 limited liability company shall comply with the applicable provisions of the laws under
 37.18 which it was incorporated or organized or by which it is governed.

37.19 Subd. 3. **Surviving domestic limited liability company.** If the surviving
 37.20 organization in a merger will be a domestic limited liability company, it shall comply with
 37.21 all the provisions of this chapter.

37.22 Subd. 4. **Surviving foreign corporation or foreign limited liability company.**
 37.23 If the surviving organization in a merger will be a foreign corporation or foreign limited
 37.24 liability company and will transact business in this state, it shall comply, as the case may
 37.25 be, with the provisions of chapter 303 with respect to foreign corporations or with the
 37.26 provisions of this chapter with respect to foreign limited liability companies. In every case
 37.27 the surviving foreign corporation or foreign limited liability company shall file with the
 37.28 secretary of state:

37.29 (1) an agreement that it may be served with process in this state in a proceeding for
 37.30 the enforcement of an obligation of a constituent organization and in a proceeding for the
 37.31 enforcement of the rights of a dissenting owner of an ownership interest of a constituent
 37.32 organization against the surviving foreign corporation or foreign limited liability company;

37.33 (2) an irrevocable appointment of the secretary of state as its agent to accept service
 37.34 of process in any proceeding, and an address to which process may be forwarded; and

37.35 (3) an agreement that it will promptly pay to ~~the any dissenting owners of an~~
 37.36 ~~ownership interests~~ members of each constituent domestic limited liability company

38.1 ~~and constituent domestic corporation~~ the amount, if any, to which they are entitled under
 38.2 section ~~302A.473 or 322B.386, as the case may be.~~

38.3 Sec. 30. Minnesota Statutes 2004, section 322B.77, subdivision 1, is amended to read:

38.4 Subdivision 1. **Member approval and when not required.** A limited liability
 38.5 company may, by affirmative vote of a majority of the governors present, upon those
 38.6 terms and conditions and for those considerations, which may be money, securities, or
 38.7 other instruments for the payment of money or other property, as the board of governors
 38.8 considers expedient, and without member approval:

38.9 (1) sell, lease, transfer, or otherwise dispose of all or substantially all of its property
 38.10 and assets in the usual and regular course of its business;

38.11 (2) grant a security interest in all or substantially all of its property and assets
 38.12 whether or not in the usual and regular course of its business; or

38.13 (3) transfer any or all of its property to ~~a corporation~~ an organization all the ~~shares~~
 38.14 ownership interests of which are owned by the limited liability company.

38.15 Sec. 31. Minnesota Statutes 2004, section 322B.77, subdivision 4, is amended to read:

38.16 Subd. 4. **Transferee liability.** The transferee is liable for the debts, obligations,
 38.17 and liabilities of the transferor only to the extent provided in the contract or agreement
 38.18 between the transferee and the transferor or to the extent provided by this chapter or
 38.19 other statutes of this state. A disposition of all or substantially all of a limited liability
 38.20 company's properties and assets under this section is not considered to be a merger or a
 38.21 de facto merger pursuant to this chapter or otherwise. The transferee is not liable solely
 38.22 because it is deemed to be a continuation of the transferor.

38.23 Sec. 32. Minnesota Statutes 2004, section 322B.80, subdivision 1, is amended to read:

38.24 Subdivision 1. **Dissolution events.** A limited liability company dissolves upon the
 38.25 occurrence of any of the following events:

38.26 (1) when the period, if any, fixed in the articles of organization for the duration of
 38.27 the limited liability company expires, or if the limited liability company's term expires
 38.28 pursuant to section 322B.20, subdivision 2, paragraph (a);

38.29 (2) by order of a court pursuant to sections 322B.833 and 322B.843;

38.30 (3) by action of the organizers pursuant to section 322B.803;

38.31 (4) by action of the members pursuant to section 322B.806;

38.32 (5)(i) for limited liability companies whose existence begins before August 1, 1999,
 38.33 except as otherwise provided in the articles of organization or a member control agreement,

39.1 upon the occurrence of an event that terminates the continued membership of a member in
39.2 the limited liability company, but the limited liability company is not dissolved and is not
39.3 required to be wound up by reason of any event that terminates the continued membership
39.4 of a member if (A) there is at least one remaining member and the existence and business
39.5 of the limited liability company is continued by the consent of all the remaining members
39.6 obtained no later than 90 days after the termination of the continued membership, or (B) if
39.7 the membership of the last or sole member terminates and the legal representative of that
39.8 last or sole member causes the limited liability company to admit at least one member;
39.9 (ii) for limited liability companies whose existence begins on or after August 1,
39.10 1999, upon the occurrence of an event that terminates the continued membership of a
39.11 member in the limited liability company, but only if: (A) the articles of organization or a
39.12 member control agreement specifically provide that the termination causes dissolution
39.13 and in that event only as provided in the articles or member control agreement; or (B) if
39.14 the membership of the last or sole member terminates and the legal representative of that
39.15 last or sole member does not cause the limited liability company to admit at least one
39.16 member within 180 days after the termination;
39.17 (6) a merger in which the limited liability company is not the surviving organization;
39.18 or
39.19 (7) when terminated by the secretary of state according to section 322B.960.

39.20 Sec. 33. **EFFECTIVE DATE.**

39.21 Sections 1 to 32 are effective August 1, 2006.

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S.F. No. 2520 - Business Law

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Date: March 14, 2006

This bill contains recommendations from the business law section of the Minnesota Bar Association. **Article 1** contains amendments to **chapter 302A**, dealing with business corporations. **Article 2** contains amendments to **chapter 322B**, dealing with limited liability companies. Most of the amendments in **article 2** relating to limited liability companies are parallel to those made for business corporations in **article 1**.

Article 1, section 1, amends the definition of “articles” to refer to articles of conversion.

Section 2 amends the definition of “constituent corporation” to include both domestic or foreign corporations with respect to survivors of mergers and to broaden the term for exchanges from “corporation” to “organization.”

Section 3 amends the definition of “corporation” to include references to a domestic corporation.

Section 4 amends the definition of “foreign corporation” to refer to organizations.

Section 5 amends the definition of “parent.”

Section 6 amends the definition of “related organization” to changes references from governors to members of the governing body.

Section 7 amends the definition of “share” to refer to ownership, rather than propriety, interests.

Section 8 amends the definition of “subsidiary.”

Section 9 amends the definition of “beneficial owner; beneficial ownership.”

Section 10 amends the definition of “associate.”

Section 11 amends the definition of “business combination.”

Section 12 amends the definition of “ownership interests” to refer to governance or transferable interests in the case of organizations other than a corporation or limited liability company.

Section 13 adds a definition of “governing body.”

Section 14 adds a definition of “limited liability company.”

Section 15 amends the statutory index of provisions that may be modified either in the articles or the bylaws to add a reference to the ability to create subcommittees and to delegate authority to subcommittees (consistent with the new provisions in **section 20**).

Section 16 authorizes provisions of articles that are dependant upon facts ascertainable outside the articles or incorporate terms by reference (also see **section 21**).

Section 17 amends the corporate name requirements to add references to domestic or foreign corporations.

Section 18 amends the statute dealing with use of a name by a successor corporation to add a reference to domestic or foreign corporations.

Section 19 adds a new provision dealing with an amendment to the article that only changes a corporation’s corporate name. It may be authorized by a resolution approved by the board and may, but need not, be submitted to and approved by the shareholders.

Section 20 authorizes committees created by the board to create subcommittees.

Section 21 strikes language in the law dealing with the procedure for fixing terms of classes of shares, consistent with new language that is added in **section 16**.

Section 22 modifies requirements for the issuance of uncertificated shares.

Section 23 authorizes a corporation to agree to submit a matter to its shareholders under certain circumstances.

Section 24 amends the provisions governing alternative ways for shareholders to take an action required or permitted to be taken at a meeting.

Section 25 adds a reference to domestic or foreign corporations.

Section 26 changes a cross-reference dealing with incorporation by reference, consistent with the amendments in **sections 16 and 21**.

Sections 27 and 28 change references from a corporation to an organization and add references to domestic or foreign corporations and ownership, rather than proprietary, interests.

Section 29 amends the requirements with respect to shareholders who have a right to have certain corporate actions set aside or rescinded.

Section 30 contains a technical correction to language in the statute dealing with acquisition of its own shares by a corporation.

Sections 31 and 32 add references to domestic or foreign corporations.

Section 33 amends the contents of a plan of merger to add a reference to other ownership interests.

Section 34 strikes a requirement that a plan of merger or exchange may require that it be submitted to the shareholders under certain circumstances.

Section 35 modifies provisions dealing with approval of a plan by owners.

Sections 36 to 41 amend the statute governing merger of a subsidiary.

Section 41 amends the definition for mergers to affect a holding company reorganization to refer to a parent corporation.

Sections 43 and 44 contain amendments to the law governing transfer of assets and when it is permitted.

Section 45 repeals a definition of "acquiring corporation."

Section 46 contains an effective date of August 1, 2006.

Article 2, section 1, amends the applicability provision of the Limited Liability Company Act to provide that certain laws are applicable to a limited liability company that is governed by, as well as organized under, this chapter.

The remainder of **article 2** contains amendments that are similar to those made for business corporations under **article 1**.

KP:cs

PROPOSED CHANGES TO 302A

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CHAPTER 302A STANDING COMMITTEE 2005-06 REPORT

The Chapter 302A Standing Committee was formed a number of years ago by the Executive Council of the Business Law Section of the Minnesota State Bar Association and charged with the responsibility of reviewing the Minnesota Business Corporation Act for possible changes. Mike Stanchfield served as Chairman of the Committee during the time that these proposed amendments were developed, and other participants were solicited from among members of the Business Law Section. Approximately 17 lawyers participated in the Committee's four meetings on July 13, August 3, August 24, and September 14, 2005. The proposed amendments were approved by the Executive Council on November 16, 2005.

In addition to changes of a more technical nature, the proposed amendments would:

- allow provisions in articles of incorporation to be dependent on facts ascertainable outside of the articles or to incorporation by reference agreements or other arrangements;
- permit corporations to change their names without a shareholder vote and without the need for a merger;
- authorize board committees to create subcommittees composed of one or more committee members;
- eliminate the requirement that the board of directors must approve the corporation's use of uncertificated shares;
- permit any action that requires shareholder approval, not just mergers and exchanges, to be submitted to shareholders regardless of whether the board of directors has withdrawn its recommendation that shareholders approve the action;
- confirm that shareholders denied dissenters' rights due to the "market out" provisions do not have a right to challenge the underlying corporate action, except in the case of fraud;
- clarify that a purchase of all or substantially all of a corporation's assets is not a *de facto* merger and that the buyer is not liable for the seller's obligations solely because the buyer is deemed to be a continuation of the seller.

These and the other proposed amendments are more fully described in the accompanying Reporter's Notes available on the Minnesota State Bar Association web site.

1.1 **Senator Betzold from the Committee on Judiciary, to which was referred**

1.2 **S.F. No. 2818:** A bill for an act relating to domestic abuse; authorizing extension of
1.4 the domestic fatality review team pilot project in the fourth judicial district; amending
Laws 2002, chapter 266, section 1, as amended.

1.5 Reports the same back with the recommendation that the bill do pass and be placed
1.6 on the Consent Calendar. Report adopted.

1.7
1.8 
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(Committee Chair)

1.9 March 14, 2006
1.10 (Date of Committee recommendation)

Senators Skoglund and Betzold introduced-
S.F. No. 2818: Referred to the Committee on Judiciary.

A bill for an act
relating to domestic abuse; authorizing extension of the domestic fatality review
team pilot project in the fourth judicial district; amending Laws 2002, chapter
266, section 1, as amended.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

Section 1. Laws 2002, chapter 266, section 1, as amended by Laws 2004, chapter 290,
section 38, is amended to read:

**Section 1. DOMESTIC FATALITY REVIEW TEAM PILOT PROJECT
EXTENSION.**

The fourth judicial district may extend the duration of the pilot project authorized
by Laws 1999, chapter 216, article 2, section 27, and Laws 2000, chapter 468, sections
29 to 32, until December 31, ~~2006~~ 2008. If the pilot project is extended, the domestic
fatality review team shall submit a report on the project to the legislature by January
15, ~~2007~~ 2009.

**Senate Counsel, Research,
and Fiscal Analysis**

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Senate

State of Minnesota

S.F. No. 2818 - Extension of Hennepin County Domestic Fatality Review Team Pilot Project

Author: Senator Wes Skoglund

Prepared by: Kathleen Pontius, Senate Counsel (651/296-4394) *K.P.*

Date: March 13, 2006

This bill extends the existence of the Domestic Fatality Review Team pilot project in the 4th Judicial District (Hennepin County) from December 31, 2006, to December 31, 2008. The pilot project was originally created in 1999. In 2002, the duration was extended until 2004, and in 2004, the duration was extended to 2006.

A copy of the underlying enabling legislation for the pilot project is attached.

KP:dv

accordance with the lease-purchase agreement authorized in subdivision 1. The city of Bemidji may issue revenue bonds to finance site acquisition and construction of the satellite laboratory facility under Minnesota Statutes, chapter 475, provided that the bonds are deemed to be payable wholly from the proceeds of a revenue producing convenience for all purposes of Minnesota Statutes, chapter 475.

Sec. 27. DOMESTIC FATALITY REVIEW TEAM PILOT PROJECT.

Subdivision 1. PILOT PROJECT AUTHORIZED; PURPOSE. The fourth judicial district may establish a domestic fatality review team as a 30-month pilot project to review domestic violence deaths that have occurred in the district. The purpose of the review team is to assess domestic violence deaths in order to develop recommendations for policies and protocols for community prevention and intervention initiatives to reduce and eliminate the incidence of domestic violence and resulting fatalities.

Subd. 2. DEFINITION OF DOMESTIC VIOLENCE DEATH. "Domestic violence death" means a homicide or suicide under any of the following circumstances:

- (1) the alleged perpetrator and victim resided together at any time;
- (2) the alleged perpetrator and victim have a child in common, regardless of whether they were married or lived together at any time;
- (3) the alleged perpetrator and victim were married, separated, or divorced;
- (4) the alleged perpetrator and victim had a sexual relationship or a significant romantic relationship;
- (5) the alleged perpetrator had been stalking the victim;
- (6) the homicide victim lived in the same household, was present in the workplace of, was in proximity of, or was related by blood or affinity to a victim who experienced or was threatened with domestic abuse by the alleged perpetrator;
- (7) the victim or the perpetrator was a child of a person in a relationship that is described within this definition; or
- (8) any other circumstances that the domestic fatality review team decides falls within the parameters of its mission.

"Domestic violence death" must be interpreted broadly to give the domestic fatality review team discretion to review fatalities that have occurred both directly and peripherally to domestic relationships.

Subd. 3. MEMBERSHIP. (a) The chief judge, in consultation with the family violence coordinating council, shall appoint the members of the domestic fatality review team. Membership must reflect a commitment to diversity and relevant professional experience. The review team members must include:

- (1) the medical examiner;
- (2) a judicial court officer (judge or referee);
- (3) a county and city attorney and a public defender;
- (4) the county sheriff and a peace officer;

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- (5) a representative from family court services and the department of corrections;
- (6) a physician familiar with domestic violence issues;
- (7) a representative from district court administration and the domestic abuse service center;
- (8) a public citizen representative or a representative from a civic organization;
- (9) a mental health professional; and
- (10) domestic violence advocates or shelter workers.

(b) There must be at least three domestic violence advocates or shelter workers on the domestic fatality review team. No two members may represent the same agency. Members representing advocates or shelters must be selected by the advocacy community. At least one position must be designated for a minority representative and one position must rotate in order to include an advocate from the community in which the fatality under review took place.

(c) The domestic fatality review team may also invite other relevant persons to serve on an ad hoc basis and participate as full members of the review team for a particular review. These persons may include, but are not limited to:

- (1) individuals with particular expertise that would be helpful to the review panel; or
- (2) representatives of organizations or agencies that had contact with or provided services to the homicide victim, or to the alleged perpetrator, a victim who experienced or was threatened with domestic abuse by the alleged perpetrator, or a family member of one of those individuals.

Subd. 4. **EVALUATION AND REPORT.** (a) The domestic fatality review team shall develop a system for evaluating the effectiveness of its program and shall focus on identifiable goals and outcomes. An evaluation must include data components as well as input from individuals involved in the review process.

(b) The domestic fatality review team shall issue two annual reports to the legislature during the pilot project; one on or before December 31, 2000, and one on or before December 31, 2001. The reports must consist of the written aggregate recommendations of the domestic fatality review team without reference to specific cases. The December 31, 2001, report must include recommendations for legislation. The reports must be available upon request and distributed to the governor, attorney general, supreme court, county board, and district court.

Sec. 28. INSTRUCTION TO REVISOR.

The revisor of statutes shall renumber each section of Minnesota Statutes listed in column A with the number listed in column B. The revisor shall also make necessary cross-reference changes consistent with the renumbering.

information systems data, arising from the public's use of GIS data, if the municipality provides a disclaimer of the accuracy of the information at any point of initial contact with a geographic information system to which the public has general access.

(b) Geographic information systems data is government data subject to the presumption of section 13.01, subdivision 3. GIS data is data generated by a computer database or system that is designed to electronically capture, organize, store, update, manipulate, analyze, and display all forms of geographically referenced information that is compiled, from private or public sources, either alone or in cooperation with other public or private entities, for use by a municipality. GIS data is accurate for its intended use by a municipality and may be inaccurate for other uses.

Sec. 28. Minnesota Statutes 1998, section 609.115, subdivision 5, is amended to read:

Subd. 5. REPORT TO COMMISSIONER OR LOCAL CORRECTIONAL AGENCY. If the defendant is sentenced to the commissioner of corrections, a copy of any report made pursuant to this section and not made by the commissioner shall accompany the commitment. If the defendant is sentenced to a local correctional agency or facility, a copy of the report must be provided to that agency or facility.

Sec. 29. Laws 1999, chapter 216, article 2, section 27, subdivision 1, is amended to read:

Subdivision 1. PILOT PROJECT AUTHORIZED; PURPOSE. The fourth judicial district may establish a domestic fatality review team as a 30-month pilot project to review domestic violence deaths that have occurred in the district. The team may review cases in which prosecution has been completed or the prosecutorial authority has decided not to pursue the case. The purpose of the review team is to assess domestic violence deaths in order to develop recommendations for policies and protocols for community prevention and intervention initiatives to reduce and eliminate the incidence of domestic violence and resulting fatalities.

Sec. 30. Laws 1999, chapter 216, article 2, section 27, is amended by adding a subdivision to read:

Subd. 3a. DUTIES; ACCESS TO DATA. (a) The domestic fatality review team shall collect, review, and analyze death certificates and death data, including investigative reports, medical and counseling records, victim service records, employment records, child abuse reports, or other information concerning domestic violence deaths, survivor interviews and surveys, and other information deemed by the team as necessary and appropriate concerning the causes and manner of domestic violence deaths.

(b) The review team has access to the following not public data, as defined in Minnesota Statutes, section 13.02, subdivision 8a, relating to a case being reviewed by the team: inactive law enforcement investigative data under Minnesota Statutes, section 13.82; autopsy records and coroner or medical examiner investigative data under Minnesota Statutes, section 13.83; hospital, public health, or other medical records of the victim under Minnesota Statutes, section 13.42; records under

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GIS data, if the municipality at any point of initial contact has general access.

Government data subject to the data generated by a computer, to create, organize, store, update, or otherwise use, electronically referenced information alone or in cooperation with other information. GIS data is accurate for its intended or other uses.

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LOCAL CORRECTIONAL

For each facility, the director of corrections, a copy of the records maintained by the commissioner shall be made available to a local correctional facility, as defined in that agency or facility.

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ED; PURPOSE. The fourth judicial district pilot review team as a 30-month pilot program is being implemented in the district. The team's purpose is to review completed or the prosecutorial records of the review team is to make recommendations for policies and procedures and initiatives to reduce and prevent fatalities.

subdivision 27, is amended by adding a

domestic fatality review team shall review death data, including investigation, police service records, employment records, and other information concerning domestic violence deaths, as determined by the team as part of its manner of domestic violence review.

not public data, as defined in section 13.02, subdivision 3, relating to a case being reviewed by the review team under Minnesota Statutes, section 13.02, subdivision 13, and examiner investigative data, as defined in section 13.02, subdivision 13, public health, or other medical records under Minnesota Statutes, section 13.42; records under

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Minnesota Statutes, section 13.46, created by social service agencies that provided services to the victim, the alleged perpetrator, or another victim who experienced or was threatened with domestic abuse by the perpetrator; and child maltreatment records under Minnesota Statutes, section 626.556, relating to the victim or a family or household member of the victim. Access to medical records under this paragraph also includes records governed by Minnesota Statutes, section 144.335.

(c) As part of any review, the domestic fatality review team may compel the production of other records by applying to the district court for a subpoena, which will be effective throughout the state according to the Rules of Civil Procedure.

Sec. 31. Laws 1999, chapter 216, article 2, section 27, is amended by adding a subdivision to read:

Subd. 3b. CONFIDENTIALITY; DATA PRIVACY. A person attending a domestic fatality review team meeting may not disclose what transpired at the meeting, except to carry out the purposes of the review team or as otherwise provided in this subdivision. The review team may disclose the names of the victims in the cases it reviewed. The proceedings and records of the review team are confidential data as defined in Minnesota Statutes, section 13.02, subdivision 3, or protected nonpublic data as defined in Minnesota Statutes, section 13.02, subdivision 13, regardless of their classification in the hands of the person who provided the data, and are not subject to discovery or introduction into evidence in a civil or criminal action against a professional, the state or a county agency, arising out of the matters the team is reviewing. Information, documents, and records otherwise available from other sources are not immune from discovery or use in a civil or criminal action solely because they were presented during proceedings of the review team. This section does not limit a person who presented information before the review team or who is a member of the panel from testifying about matters within the person's knowledge. However, in a civil or criminal proceeding, a person may not be questioned about the person's good faith presentation of information to the review team or opinions formed by the person as a result of the review team meetings.

Sec. 32. Laws 1999, chapter 216, article 2, section 27, is amended by adding a subdivision to read:

Subd. 3c. IMMUNITY. Members of the fourth judicial district domestic fatality advisory board, members of the domestic fatality review team, and members of each review panel, as well as their agents or employees, are immune from claims and are not subject to any suits, liability, damages, or any other recourse, civil or criminal, arising from any act, proceeding, decision, or determination undertaken or performed or recommendation made by the domestic fatality review team, provided they acted in good faith and without malice in carrying out their responsibilities. Good faith is presumed until proven otherwise and the complainant has the burden of proving malice or a lack of good faith. No organization, institution, or person furnishing information, data, testimony, reports, or records to the domestic fatality review team as part of an investigation is civilly or criminally liable or subject to any other recourse for providing the information.

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2006 Action Plan on “Opportunities for Intervention”



**A Matter of Life and Death: The Domestic Fatality Review Team
A Collaboration of Private, Public and Nonprofit Organizations
Operating in Hennepin County**

2006 Action Plan on “Opportunities for Intervention”

Project Chair: The Honorable Richard Scherer, Fourth Judicial District Judge

Community Partners:

- Community Volunteers
- Bloomington Police Department
- CornerHouse
- Domestic Abuse Project
- Minneapolis City Attorney's Office
- Minneapolis Police Department
- Minneapolis Public Schools
- Minnesota Advocates for Human Rights
- Minnetonka City Attorney's Office
- Minnesota Coalition for Battered Women
- Sojourner Project, Inc.

County and State Partners:

- Fourth Judicial District Court
- Fourth Judicial District Public Defender
- Hennepin County Attorney
- Hennepin County Community Corrections
- Hennepin County Human Services
- Hennepin County Medical Center
- Hennepin County Medical Examiner
- Hennepin County Sheriff

The following “opportunities for intervention” represent a summary from the following reports:

The Domestic Fatality Review Team, A Collaboration of Private, Public and Nonprofit Organizations Operating in Hennepin County,

- *Findings of The Hennepin County Domestic Fatality Review Pilot Project, 2002; and*
- *2004 Report*

Copies of the full report are available on the Hennepin County Website, simply search domestic fatality review team at www.hennepin.mn.us.

For more information please contact:

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Minnesota Fourth Judicial District
Project Chair
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or

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763-370-9927

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Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
When perpetrators are gone when police arrive	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Develop consistent “gone on arrival” policies in each jurisdiction throughout the county/state ▪ Pursue evidence-based investigation of perpetrators who are “gone on arrival” ▪ Document (Law Enforcement) each occurrence of domestic violence as mandated by law <p>2002 PILOT PROJECT REPORT</p> <ul style="list-style-type: none"> ▪ Routinely make a determined effort to locate known perpetrators who are gone when police arrive (commonly referred to as “gone on arrivals” or “GOA’s”). ▪ Adopt protocols requiring prosecutors to review gone on arrival cases within 24 hours of receiving the police reports. 	Hennepin County Chiefs of Police	Dean Christianson, Richard Zimmerman, John Laux
Dual Arrests (When both parties in a domestic assault are arrested)	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Fully inform judges of the victim and perpetrator’s criminal history ▪ Provide the criminal justice system with training relative to the significance of patterns of violent behavior 	<ul style="list-style-type: none"> ▪ 4th Judicial District Judges ▪ Probation ▪ County/City Attorney’s Offices 	Rolf Sponheim, Richard Scherer, Dave Mathews, Carol Skradski, Nancy Halverson, Jamal Mattson

Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
<p>Conditions for Probation & Supervised Release</p>	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Examine the safety of halfway house programs and the appropriateness of these facilities for violent offenders. 	<ul style="list-style-type: none"> ▪ Hennepin County Dept. of Community Corrections ▪ MN Department of Human Services ▪ MN Department of Corrections 	<p>Jamal Mattson, Carol Skradski, Nancy Halverson</p>

Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
<p>Children in the Child Protection System</p>	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Make services available to children who witness or are victims of domestic violence (within 24 hours whenever possible) to address post-traumatic stress symptoms and other ongoing mental health concerns. ▪ Avoid placements of children in non-licensable homes. ▪ Provide resources and referrals for services to families at the time of closing a Child Protection file, including coordination with other county programs. ▪ Include collection and review of reports from the schools, therapists, tribes and agencies that may have information regarding specific issues the children are facing in child protection investigations. ▪ Mandate unannounced home visits to foster placements prior to any transfer of custody. ▪ Increase sharing of case information among and between professionals. ▪ Evaluation child safety and provide services to the parent to address the conditions that led to Child Protection’s Involvement with the family. <p>2002 PILOT PROJECT REPORT</p> <ul style="list-style-type: none"> ▪ Establish a protocol for assessing and documenting the involvement of children found at the scene of domestic assaults, and determining whether children may be victims or witnesses. ▪ Provide services to child witnesses. ▪ Use sites other than victim’s homes for visitation and exchange of children ▪ Conduct classes on visitation, custody, and paternity at shelters to provide another opportunity to educate victims. ▪ Create brochures (in several languages), describing paternity, custody and visitation rights. 	<ul style="list-style-type: none"> ▪ 4th Judicial District Judges ▪ Child Protection 	<p>Carolyn McHenry, Patty Moses, Kathryn Quaintance</p>

Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
Children in Schools	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Establish and communicate consistent processes and education for all staff regarding the mandated reporting on health and welfare concerns of children. ▪ Follow State laws regarding educational neglect and truancy ▪ Conduct health and welfare checks in cases of truancy of elementary school children ▪ Conduct a follow-up interview and a home visit where maltreatment has been reported ▪ Develop a consistent policy statewide regarding release or removal of children from school ▪ Provide continuing in-service training for all mandated reporters on the specific elements of the law and their statutory obligations as reporters ▪ Provide schools with Child Protection placement information before the placement occurs. 	<ul style="list-style-type: none"> ▪ The 17 Hennepin County School Superintendents ▪ School Support Coalition ▪ Hennepin County Truancy Initiative ▪ Child Protection 	<p>Karen Shannon, Carolyn McHenry, Patty Moses, Tim Reardon</p>

Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
<p>Responding to and Documenting the Severity of a Domestic Assault</p>	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Refine a referral process inside the City Attorney’s Office, the County Attorney’s Office and the police departments, so that every documented incident of domestic violence is prosecuted at the level of severity warranted. <p>2002 PILOT PROJECT REPORT</p> <ul style="list-style-type: none"> ▪ Escalate consequences for repeat acts of domestic abuse. ▪ Develop a police protocol to thoroughly document the scene of the assault. ▪ Treat delayed reports of domestic violence (i.e. reports of domestic abuse that are presented to police by victims or witnesses after the incident) as seriously as if incident were happening in the presence of officers. ▪ Develop a felony-level protocol to be used in cases where attempted strangulation is alleged (Accomplished via legislation in 2005). ▪ Re-emphasize the importance for police and prosecutors to correctly distinguish between misdemeanor and felony level assaults. ▪ Provide real-time access to complete criminal history information. ▪ Increase the attention paid by the justice system to perpetrators’ repeated threats to kill. ▪ Bolster the resources devoted to misdemeanor investigation and prosecution. 	<ul style="list-style-type: none"> ▪ County Attorney’s Office ▪ City Attorneys throughout Hennepin County ▪ Hennepin County Chiefs of Police ▪ Advocates ▪ Hospitals 	<p>Deborah Russell, Rolf Sponheim, Cher Adkinson, Denise Eng, Lolita Ulloa</p>

Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
Justice System	<p>2002 PILOT PROJECT REPORT</p> <ul style="list-style-type: none"> ▪ Develop a statewide domestic violence law enforcement initiative, which would serve as both a clearinghouse for information and an investigative unit. ▪ Establish a policy for all jurisdictions to routinely issue warrants for nonappearance. ▪ Assess all female offenders to determine if they are victims of domestic abuse. ▪ Expand domestic violence programming through probation or the workhouse. ▪ Offer opportunities for women to safely identify themselves as victims of domestic violence. 	<ul style="list-style-type: none"> • Minnesota Department of Corrections • Minnesota Legislature • Minnesota Department of Public Safety 	Deborah Russell, Nancy Halverson
Weapons	<p>2002 PILOT PROJECT REPORT</p> <ul style="list-style-type: none"> ▪ Remove weapons pursuant to an Order for Protection or conditional release order. Also remove weapons when police become aware that weapons are involved in a criminal act. ▪ Institute a policy wherein any use of a gun or weapon would initiate felony protocol at the scene and in follow-up investigation. ▪ Use the federal law, which prohibits persons who are subject to an Order for Protection from possessing a gun. ▪ Establish routine court procedures for the review of weapons possession in domestic violence – related cases. 	<ul style="list-style-type: none"> • Hennepin County Chiefs of Police • Hennepin County Attorney's Office • 4th Judicial District Court 	Kathryn Quaintance, John Laux

Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
Orders for Protection	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Implement strategies to help children access protective services when they feel unsafe in their homes ▪ Allow children over thirteen to seek advocacy and/or mental health services without parental permission. ▪ Trigger an immediate Child Protection investigation and assessment for any child who files an order for protection. <p>2002 PILOT PROJECT REPORT</p> <ul style="list-style-type: none"> ▪ Treat violations of protection orders seriously. ▪ Make the safety of the victim and children the primary consideration in determining custody and visitation in OFP's. ▪ Encourage advocates and advocacy agencies to remain diligent in notifying victims of the potential for increased risk after the OFP is served. 	<ul style="list-style-type: none"> ▪ 4th Judicial District ▪ Child Protection 	<p>Lolita Ulloa, Richard Scherer, Kathryn Quaintance, Carolyn McHenry, Patty Moses</p>

Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
<p>Medical Professionals and Hospital Emergency Department Staff</p>	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Include appropriate referrals for advocacy in hospital screening protocols for all domestic violence situations. ▪ Increase domestic violence awareness for hospital and emergency department staff. ▪ Develop an Emergency Room protocol to identify, whenever possible, past ER presentations to determine whether there have been previous visits with suspicious injuries. ▪ Document carefully a patient’s injuries and explanations of how they occurred and medical opinions as to whether the explanation is consistent with the injuries presented, as these are valuable evidence in court proceedings. ▪ Work to incorporate consistent policies throughout Hennepin County hospitals, regarding the treatment of possible victims of domestic violence. ▪ Interview patients who may be victims of domestic violence in private. <p>2002 PILOT PROJECT REPORT</p> <ul style="list-style-type: none"> ▪ Have medical personnel thoroughly document the injuries of domestic violence victims (including the nature of injury and the explanation given). ▪ Encourage the use of medical release forms at the scene and medical facilities. 	<ul style="list-style-type: none"> ▪ All hospitals operating in Hennepin County ▪ Hospital Advocacy Groups 	<p>Cheryl Adkinson, Brian Moehn, Anne Gilmore, Jacquelyn Hauser</p>

Topic	Summary of Opportunities for Intervention	Group or Individual with Authority to Take Action on this Recommendation	Members of Review Team to Serve as Liaison to Group/ Individual taking action
Treatment and Mental Health Issues	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Integrate mental health, chemical dependency and domestic violence services or victims of violence. ▪ Implement a system of conditional release specific to clients with mental health concerns. <p>2002 PILOT PROJECT REPORT</p> <ul style="list-style-type: none"> ▪ Consider the issue of chemical dependency as a factor in each domestic assault case. ▪ Complete a chemical dependency assessment as part of all domestic assault cases. ▪ Extending the turn-a-round time for domestic abuse pre-sentence investigations. ▪ Rely on a risk assessment and/or psychosocial assessment instead of a plea negotiation process. ▪ Recognize the important difference between jail time as a part of a sentence and expectations to complete treatment as part of probation conditions. ▪ Define successful completion of batterer's treatment as no further acts of domestic violence. ▪ Create outcome measures to determine if program participants return to violent behavior. ▪ Tie funding to demonstrated specific outcome expectations. ▪ Differentiate the strengths of the various batterer treatment programs to determine which program can best meet the needs of individual participants. 	<ul style="list-style-type: none"> ▪ All mental health, chemical dependency and domestic violence providers in Hennepin County ▪ Hennepin County Corrections ▪ Mental Health Court ▪ Prosecutors 	<p>Nancy Halverson, Dave Mathews, Denise Eng, Larry Panciera, Kathryn Cranbrook, Dick Scherer, Kathryn Quaintance, Rolf Sponheim</p>

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Implications of Domestic Violence in the Workplace	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Provide education in the workplace to help employees access domestic abuse services and deal with harassment at the work site. ▪ Explore collaboration between advocacy providers and shopping malls. ▪ Support and foster work being done locally and regionally to increase the sensitivity of area employers regarding domestic violence. 	<ul style="list-style-type: none"> ▪ Employers in Hennepin County ▪ Retail Mall Administrators 	<p>Dave Mathews, Pat Mullen, Tim Reardon, Denise Eng, Lonna Stevens</p>
Cultural Issues	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Strengthen mandated cultural competency training for professionals in the justice system. ▪ Provide community education to newly immigrated groups about how domestic violence is defined by Minnesota State Statutes and the potential criminal and social consequences as well as resources in the community for alternatives to domestic violence. 	<ul style="list-style-type: none"> ▪ 4th Judicial District and all providers working within ▪ Hennepin County Multicultural Service Center ▪ Faith Communities ▪ DAP 	<p>Dave Mathews, Richard Scherer, Kathryn Quaintance, Lolita Ulloa, Nancy Halverson, Hani Hussein, Lonna Stevens</p>
Data Practices	<p>2004 REPORT</p> <ul style="list-style-type: none"> ▪ Educate professionals to clarify the laws pertaining to the exchange of information. 	<ul style="list-style-type: none"> ▪ Service Providers in Hennepin County ▪ County Attorney's Office 	<p>Carol Skradski</p>

The Domestic Fatality Review Team Members

Cher Adkinson

Hennepin County Medical Center Department of
Emergency Medicine

Kristin Arneson

Minneapolis Police

Angela Bailey

Hennepin County Public Defender

Dana Banwer

Minneapolis City Attorney's Office

Kathryn Berg

Hennepin County Medical Examiner's Office

Katheryn Cranbrook

4th Judicial District Hennepin County Courts

Julie Ellefson,

CornerHouse

Denise Eng

Sojourner Project, Inc

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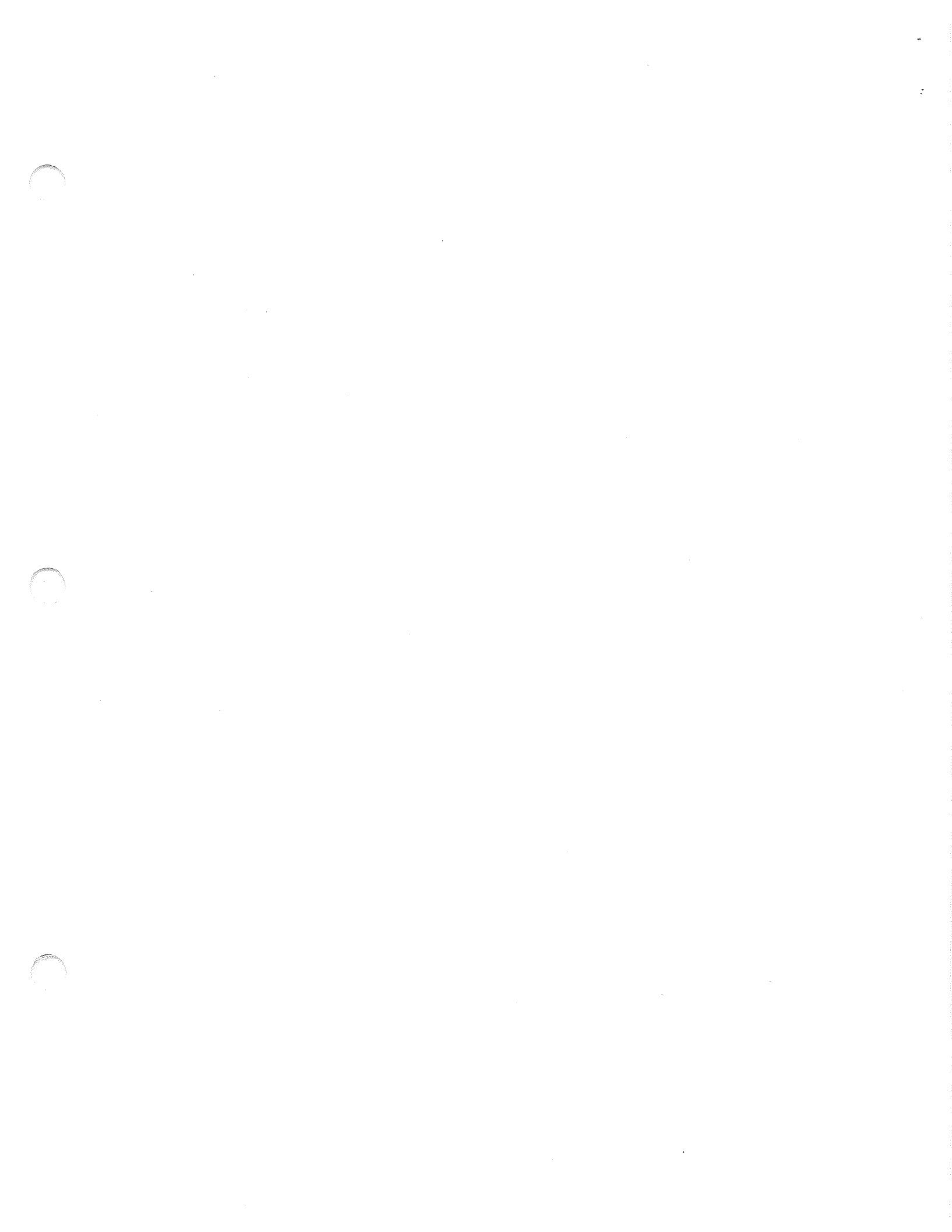
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one life lost as a result of

DOMESTIC

VIOLENCE

is **one** too many

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General Mills Community Action
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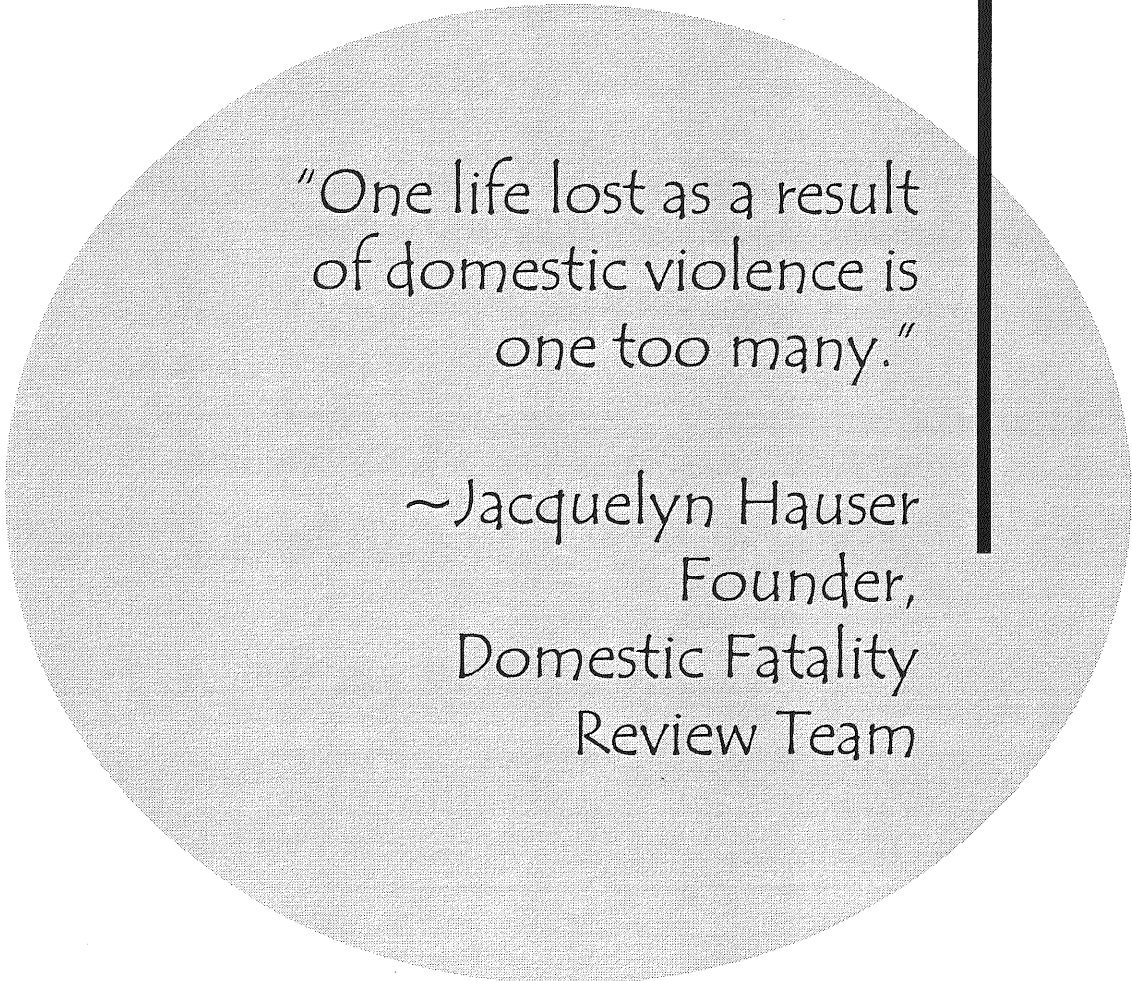
A Matter of Life and Death:
The Domestic Fatality Review Team
A Collaboration of Private, Public and Nonprofit
Organizations Operating in Hennepin County

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"One life lost as a result
of domestic violence is
one too many."

~Jacquelyn Hauser
Founder,
Domestic Fatality
Review Team

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- State of Minnesota, Fourth Judicial District (Hennepin County) July 1, 2004 - June 30, 2005.
- American Express Corporation, December 2004.

This effort is an example of true collaboration among dozens of individuals and agencies that have donated their time and insights. Our gratitude and appreciation go to:

The families and friends of the homicide victims who shared their memories of their loved ones and the events that led to their tragic deaths.

The Minnesota State Legislature for continuing their support for this effort and for giving us access to crucial confidential information and initial project funding.

The Review Team and Advisory Board members who contributed more than 2,736 volunteer hours over the past year, valued at more than \$120,000.

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The agency and department directors who employ Review Team members for their willingness to devote time to this endeavor.

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The Advisory Board recognizes Jacquelyn Hauser, founder, for her in-kind contributing since the Review Team's inception.

Executive Summary

Sometimes a careful look back is the wisest way to move forward.

The charge of the Review Team is to analyze domestic fatality cases, review public policies and procedures and try to eliminate opportunities for future homicides. We have learned a lot since this team was formed, and we have taken what we have learned and made changes. Since the review process began back in September of 2000, the Review Team implemented more than 25 substantive improvements in programs and services and has fostered better coordination between agencies. These improvements enhance support for victims and increase consequences for abusers. While we can point to success in improving systems, each new case unveils “missed opportunities”. These “missed opportunities” and “opportunities for intervention” are outlined in this report.

Many factors converge to impact change in public policies. Our recommendations, along with advocacy from a host of other organizations, have influenced changes to the system. We have learned that:

- Perpetrators of domestic violence often flee before police arrive. With proper training, law enforcement officers were able to double the number of arrests for perpetrators who were “gone on arrival”.
- When law enforcement accurately documents the victim’s abuse including specific weapons used and the extent of the victim’s injuries, one outcome is that cases are more likely to be charged at the proper level.

City attorneys in Hennepin County now routinely review domestic abuse charges to ensure the detailed accuracy of the charges. As a result, felony and gross misdemeanor filings have increased dramatically. The number of misdemeanor charges dropped correspondingly as a result of the justice system’s attention to prosecuting at the highest possible level. In 1999, there were nearly 500 gross misdemeanor charges filed for domestic abuse; in 2001, that number was more than 700. In 1999 there were 93 felony charges filed; in 2001 that number was 132.

- Strangulation is often one of the last abusive acts committed by a violent domestic partner before murder. The Hennepin County Attorney’s Office is reviewing policies and laws, so they can better advocate for victims of strangulation.
- Children are frequently the targets of perpetrators. A public school in Minneapolis has now developed a model policy and procedure for staff, parents or students who have “Orders for Protection”.
- Hospital emergency rooms are an opportunity to identify victims of domestic violence. Domestic violence patients at Hennepin County Medical Center now meet with Emergency Room staff trained to recognize and talk to victims of abuse.

We continue to learn more each time we conduct a case review. Over time, the number of cases reviewed continues

Executive Summary *continued*

to reveal patterns and provide greater insight. Recurring opportunities to improve identification, intervention and prevention are documented.

During the monthly review of cases in 2003 and the first half of 2004 it was noted that:

- Police departments differ in policies and procedures regarding investigation and pursuit of perpetrators who flee the scene of a domestic assault.
- Children have, on occasion, been victimized after being placed by the courts in a home that was deemed unfit to receive a foster care license.
- The workplace is a predictable location for a perpetrator to stalk the abuse victim.
- Members of the criminal justice system do not always have all the pertinent information about a perpetrator's criminal history, for example, patterns of violent behavior, that should be considered in the case.
- Perpetrators are sometimes allowed to be present in an emergency room when a victim is screened for domestic violence after a domestic assault.

The Domestic Fatality Review Team compiled observations based on the facts of the case records. Additional findings are documented in this report.

"Opportunities for Intervention" based on the case findings were created to suggest best practices that could be replicated

within Hennepin County as well as other jurisdictions. This report is intended to be a companion to the initial report entitled *A Matter of Life and Death: Findings of the Hennepin County Domestic Fatality Review Pilot Project, 2002.*

The "Opportunities for Intervention" summary is organized by the following topics:

When Perpetrators are Gone
When Police Arrive
Dual Arrests
Conditions for Probation and Supervised Release
Data Practices
Responding to and Documenting the Severity of a Domestic Assault
Children in the Child Protection System
Children in Schools
Orders for Protection
Medical Professionals and Hospital Emergency Department Staff
Treatment and Mental Health Issues
Implications of Domestic Violence in the Workplace
Cultural Issues

The Review Team hopes that the information in this report will prompt active interest in these cases. Agencies are encouraged to take advantage of the "Opportunities for Intervention" identified by the report. Support for domestic fatality prevention in Minnesota's 87 counties continues to be a future goal for the Review Team.

Preface

A school bus driver noticed that the oldest of four children had missed the bus for the past few days. When she reported her concern to school officials they called the home. The guardian's partner claimed the girl "had the flu". This grade school student had been beaten unconscious by her guardian's partner that morning in front of the other children and was lying in a coma when the school called. She died that evening of multiple blunt force injuries to her head, neck and abdomen.

True stories like this are the tragic aftermath of domestic violence. **Over the past 11 years, 93 women, 35 children and 4 men have been murdered as a result of domestic violence in Hennepin County.**¹ These extremely troubling statistics just scratch the surface of the human toll domestic violence has on our community. Last year domestic assault filings in District Court totaled 4,557: 132 felony domestic assaults, 705 gross misdemeanors, and 3,720 misdemeanors. There were 2,859 orders for protection.²

The devastation of domestic violence spares no community -- it is found in suburbs and the inner city; and among the rich and poor; among every race, color and creed. The Domestic Fatality Review Team was created in order to improve policies and procedures to better address domestic violence in our county.

The 34 member Review Team creates a case chronology that outlines the interaction between the victim, the perpetrator, their families and the various systems involved. Upon review of all documents, key issues and recommendations based on case findings are discussed and recorded. Small groups follow up with the recommended changes with the appropriate agencies and departments. The recommendations outlined below are the outcome of reviewing four domestic violence homicides. This report builds upon the initial set of recommendations documented in the report titled: *A Matter of Life and Death: Findings of the Hennepin County Domestic Fatality Review Pilot Project 2002.*

The Review Team operates with a high a level of trust among committed participants, rooted in confidentiality and immunity.

¹ Minnesota Coalition of Battered Women Femicide Report 1992-2003.

² Fourth Judicial District Research Division, October 2003.

Preface *continued*

This process fosters honest inter-agency introspection about policies, procedures and system behavior. Sometimes a system's policies, past practices or procedures may unknowingly facilitate opportunities leading to domestic violence fatalities.

It is unique to find this type of candid critical analysis in a multi-agency collaborative effort that includes judges, prosecutors, public defenders, advocates, law enforcement, probation officers, corrections officials, medical examiners, physicians, psychologists, corporate human resource directors, citizens, social workers and policy makers. The unprecedented level of cooperation from the advocate community underscores the culture of trust that is present.

In this non-blaming setting, an agency can admit a missed opportunity where they "dropped the ball" and look to future improvement of practices to protect potential victims.

As Minnesota's first Fatality Review Team, we are part of a growing national movement to provide such reviews. The quality of the team's reports and recommendations provides a model program for other communities across the country.

Even after careful study, the Review Team cannot guarantee that its findings will ultimately save lives.

"This is not a crime that happens to someone else, or exclusively happens in dysfunctional families, or only happens in families with drug and alcohol abuse.

Anyone, anywhere, anytime can be a victim of domestic violence...

A friend helping a friend move out of her home as a result of a failed marriage...

A child visiting a friend overnight...

A daughter having an ever-so-brief relationship with an unstable suitor...

And other scenarios too numerous to mention.

It can happen to anyone."

~ 2002 A Matter of Life and Death Report

I Purpose and Goal

The purpose of the Hennepin County Domestic Fatality Review Board is to examine deaths resulting from domestic violence in order to identify the circumstances that led to the homicide(s).

The goal is to discover factors that will prompt improved identification, intervention and prevention efforts in similar cases. It's important to emphasize that the purpose is not to place blame for the death, but rather to actively improve all systems that serve persons involved with domestic abuse.

Notice: A Matter of Life and Death: The Domestic Fatality Review Team, is a collaboration of private, public and nonprofit organizations, as well as citizen volunteers from throughout Hennepin County. As a collaborative venture, the views expressed within this report reflect collective discussions and decision-making within the group and do not necessarily reflect the views of the respective organizations represented by the membership of this collaborative.

II Project History

The Fatality Review process in Hennepin County began in 1998 when WATCH, a nonprofit court monitoring organization, received a planning grant from the Minnesota Department of Children, Families and Learning. As part of its work, WATCH routinely creates chronologies of cases involving chronic domestic abusers and publishes them in its newsletter. While creating chronologies, WATCH often became aware of missed opportunities for holding abusers accountable. The organization felt strongly that in the vast majority of cases, these opportunities were not missed because of carelessness or disinterest on the part of the individuals handling the cases. Instead, many opportunities were missed because adequate and accurate information was not available at critical decision points and because the sheer volume of domestic abuse cases created significant pressure to resolve them quickly, oftentimes forcing an outcome that was less than ideal.

While attending a National District Attorneys Conference in 1997, a WATCH staff member learned about a movement to conduct Domestic Fatality Reviews, a movement that was gaining interest nationwide and that appeared to address many of the organization's concerns about the many places where chronic abusers could slip through the cracks of the justice system. When WATCH learned about the availability of planning funds from the Minnesota Department of Children, Families and Learning, it applied for, and soon after received, a \$25,000 planning grant to determine the potential for establishing such

a project in Hennepin County.

If representatives from the justice system and community agencies determined that such an effort was feasible, the grant called for the organization that would lay the foundation for the project.

Upon receipt of funding, WATCH put together an Advisory Board of representatives from the primary public and private agencies that handle domestic violence cases. The Advisory Board included representatives from District Court, City and County Attorney, Police, Public Defender, Probation and Victim Advocacy Services, meeting up to four times a month since March of 1998. Remarkably, nearly every Advisory Board Member has remained with the project since its inception.

Enthusiasm for the project was high from the outset. Consequently the Advisory Board spent very little time on the feasibility study and soon began laying out the framework for the project to be established in Hennepin County. It began with an extensive research effort to gather information from jurisdictions that had already implemented fatality review teams, gaining extremely valuable information in this process. Many jurisdictions stressed the importance of having enabling legislation to create the project and to lay the framework for the project to go forward with multi-agency participation. This would assist in creating a non-blaming environment and help assuring the neutral review of cases.

During the process of developing the proposed legislation, the Advisory Board assembled a larger Planning Committee

II Project History *continued*

comprised of 34 members representing private, public and nonprofit agencies and organizations to gain a variety of perspectives on particular topics and to develop broader support for the project. The Planning Committee worked primarily on establishing a definition of domestic homicide and on identifying who should be represented on the Review Team.

Once critical decisions had been made about participation and structure, the existing Advisory Board worked with Senate counsel to put together legislation that would create and fund the project. The legislation also included important data privacy and immunity provisions that would enable the project to gain access to confidential records related to these cases and provide immunity to those who spoke openly to the Fatality Review Team about case information.

A proposal to create and fund the pilot passed during the 1999 session. However, for technical reasons the data privacy and immunity provisions were taken out of the enabling legislation. This language was critical to the success of the project, since many agencies were interested in providing information to facilitate the fatality review process but were not able to do so under existing statutes without suffering significant penalties. The Advisory Board returned to the legislature during the 2000 session to pursue the data privacy and immunity provisions. The legislation passed and was signed by the Governor. It became effective on August 1, 2000. In 2004 the State Legislature granted an extension to these provisions until June 2006.

The Review Team: The Review Team consists of 34 members, appointed by the Chief Judge of the Fourth Judicial District in Hennepin County upon the recommendation of the project's Advisory Board. The goal in structuring the team was to have multicultural representation and perspective.

The enabling statute stipulates a number of agencies required to be represented. Others were added in order to increase the level of community involvement and diversity. Several domestic abuse advocates who had personal experience with the cases under review were also invited to participate in those case discussions.

A two-member part-time staff support the project: a project director and a law clerk. In addition, the project is fortunate to have available to it the assistance of a professional facilitator whose services are donated.

Case Selection: The Domestic Fatality Review Team reviews only cases that are were closed to any further legal activity including opportunities for appeal. In addition, all cases - such as a homicide/ suicide where no criminal prosecution would take place - were at least one year old when they were reviewed. This policy was based on the advice of several jurisdictions that were already well versed in the review process. In their experience, letting time pass after the incident allowed some of the emotion and tension to dissipate, thus allowing for more open and honest discussion during case reviews.

The Advisory Board uses information

II Project History *continued*

provided by the Minnesota Coalition for Battered Women's Femicide Report and homicide records from the Hennepin County Medical Examiner's Office to determine which cases to review. A subcommittee of the review team meets to examine the records and select cases for review. The committee selected a mix of cases that differed from one another based on race, age, location of the homicide, gender of the perpetrator and children witnessing a domestic homicide.

The Case Review: After a case was selected for Review Team, members of the Advisory Board reviewed case files to identify documents critical to the case analysis. Usually the police and prosecution files provided information sufficient to identify other agencies that may have records that were important in reviewing the case.

Staff then sent out a request for agencies to provide documents to the Review Team.

Hennepin County Attorney Victim Witness Advocates attempted to contact the family to let them know about the review process, ask them if they would like to be interviewed, and ask them if they knew of records that would be helpful in the review, particularly records outside of Hennepin County and/ or medical records.

The Advisory Board and staff then reviewed the records in order to develop a chronology of the case. This chronology was sent to Review Team members prior to the case review. (This step was essential to a meaningful discussion since it was nearly

impossible to keep track of the multitude of events and individuals involved in the case without this tool.)

Prior to the review, individual Review Team members were assigned to present agency information about the case at the monthly meeting. For example, the prosecution representative on the Review Team was assigned to report on the prosecution file. In addition, however, one other member of the Review Team, someone not associated with prosecution, was also asked to review the prosecution records. This gave the Review Team a fresh perspective on the case from someone who was not familiar with the agency's protocol. (Records were made available to Review Team members through a strict sign-out process. Confidential records were destroyed after the case review process.)

Each Review Team meeting started with members signing a confidentiality agreement. At the meeting, individuals who reviewed the case reported their findings. The Review Team then looked for missed opportunities for intervention that may have prevented the homicide and made recommendations based on the issues identified.

The Review Team identified key issues and recommendations related to each case. It also identified issues that required further investigation. In addition, members were given the opportunity to discuss their personal feelings about the case. This provided a way to address the emotional impact these cases had on the Review Team.

III Things to Keep in Mind While Reading This Report

- **The perpetrator is solely responsible for the homicide.** All members of the project recognize that regardless of any improvements that could have been made or may in the future be made by agencies or individuals, who have contact with the people involved in these cases, the responsibility for the homicide rests with the person who committed the crime. There is no room in the fatality review process for blaming. Every individual who participated in this process did so in an effort to learn from the tragedy and to improve the performance of their agency when handling cases of domestic violence.
- **There were many incidents that reflected exemplary responses to domestic violence, both inside and outside the justice system.** Since the report is geared toward addressing areas that need improvement, it may appear more negative than was the Team's experience in reviewing the cases.
- **Every finding in this report is prompted by details of a specific homicide(s).** Many of the Review Team members had extensive experience with domestic assault cases. Consequently, there was a temptation to draw on that broader experience when identifying the findings. The Review Team believed, however, that one of its most important functions was to identify the types of issues that are a factor in domestic

homicide cases as compared to more general concerns in the area of domestic violence.

In light of the Review Team's decision to avoid a generalized focus, it established a procedure to guarantee that all findings are case-based. Those working in the field of domestic violence will not be surprised by many of the findings or opportunities for improvement identified by the Team. The Review Team hopes, however, that these issues take on greater importance since they are linked to the actual deaths of persons in real cases reviewed.

- **Findings are primarily based on information in official reports and records about the parties before and after the homicide.** Whenever possible, information was supplemented by interviews with surviving friends or family members. The findings of the Review Team are therefore limited to the availability of information reported in and from those sources.
- **The Review Team occasionally uses the word "appeared" when it believed certain actions may have been taken but could not locate specific details in the documents or interviews to support its assumption.** The Review Team did not consider this process to be an exhaustive investigation and consequently it did not go to extraordinary means to locate documents.

III Things to Keep in Mind While Reading This Report *continued*

- **Percentages are not used because the Review Team did not consider a statistically significant number of cases.** Instead, actual numbers are used to make certain the results are not misleading.
- **The findings should not be used as an indicator of lethality.** Many of the scenarios which appear in the report will be present in cases that do not result in a fatality. The Review Team does believe, however, that many of the findings are indicators of the level of potential danger to the victim.
- **The Review Team has identified “Opportunities for Intervention”.** Since this project is based only on cases arising in Hennepin County, this report should be read as suggesting “best practices.”
- **Case examples may appear in more than one category.** This shows the extent to which the issue exhibits itself as a problem in a variety of ways. It also reflects the complexity of these issues.
- **Perpetrators are referred to with male pronouns.** In most cases the person who committed the homicide(s) was male. According to data collected by the Bureau of Justice Statistics, males commit most domestic homicides against their female intimate partners. Consequently, the Review Team felt it was appropriate to use male pronouns when referring to batterers and murderers.

- **The Review Team appreciates that several of the agencies involved have made or are in the process of making changes in procedure and protocols since these homicides occurred.** However, the observations made are based on review of actual case histories, and the Review Team believes its observations will benefit not only Hennepin County agencies, but also others throughout the state and nation who review this report.

90-95% of
domestic violence
victims are women.

~ Bureau of Justice Statistics Selected
Findings: Violence Between Intimates

We will never know if any of these deaths could have been prevented based on the recommended interventions in this report.

We do know, however, that in most instances there could have been an improved response to the danger that existed in the relationship.

IV Summary of Opportunities for Intervention

Topic	Summary of Opportunities for Intervention
Perpetrators Are Gone When Police Arrive	<ul style="list-style-type: none"> • Develop consistent “gone on arrival” policies in each jurisdiction throughout the County/State • Pursue evidence-based investigation of perpetrators who are “gone on arrival” • Document (Law Enforcement) each occurrence of domestic violence as mandated by law
Dual Arrests (when both parties in a domestic assault are arrested)	<ul style="list-style-type: none"> • Fully inform judges of the victim and perpetrator’s criminal history • Provide the criminal justice system with training relative to the significance of patterns of violent behavior
Conditions for Probation and Supervised Release	<ul style="list-style-type: none"> • Examine the safety of halfway house programs and the appropriateness of these facilities for violent offenders
Data Practices	<ul style="list-style-type: none"> • Educate professionals to clarify the laws pertaining to the exchange of information
Responding to and Documenting the Severity of a Domestic Assault	<ul style="list-style-type: none"> • Refine a referral process inside the City Attorney’s Office, the County Attorney’s Office and the police departments, so that every documented incident of domestic violence is prosecuted at the level of severity warranted
Children in the Child Protection System	<ul style="list-style-type: none"> • Make services available to children who witness or are victims of domestic violence (within 24 hours whenever possible) to address post-traumatic stress symptoms and other ongoing mental health concerns • Avoid placements of children in non-licensable homes • Provide resources and referrals for services to families at the time of closing a Child Protection file, including coordination with other county programs • Mandate unannounced home visits to foster placements prior to any transfer of custody • Increase sharing of case information among and between professionals
Children in Schools	<ul style="list-style-type: none"> • Establish consistent processes and education for all staff regarding the mandated reporting on health and welfare concerns of children • Follow State laws regarding educational neglect and truancy • Conduct health and welfare checks in cases of truancy of elementary school children

Topic	Summary of Opportunities for Intervention
Children in Schools	<ul style="list-style-type: none"> • Conduct a follow-up interview and a home visit where maltreatment has been reported • Develop a consistent policy statewide regarding release or removal of children from school • Provide schools with Child Protection placement information before the placement occurs
Orders for Protection	<ul style="list-style-type: none"> • Implement strategies to help children access protective services when they feel unsafe in their homes • Allow children over thirteen to seek advocacy and/or mental health services without parental permission • Trigger an immediate Child Protection report for any child who files an Order for Protection to determine whether or not intervention is needed.
Medical Professionals and Hospital Emergency Department Staff	<ul style="list-style-type: none"> • Include appropriate referrals for advocacy in hospital screening protocols for all domestic violence situations • Increase domestic violence awareness for hospital and emergency department staff • Develop an Emergency Room protocol to identify, whenever possible, past ER presentations to determine whether there have been previous visits with suspicious injuries • Work to incorporate consistent policies throughout Hennepin County hospitals regarding the treatment of possible victims of domestic violence • Interview patients who may be victims of domestic violence in privacy
Treatment and Mental Health Issues	<ul style="list-style-type: none"> • Integrate mental health, chemical dependency and domestic violence services for victims of violence • Implement a system of conditional release specific to clients with mental health concerns
Implications of Domestic Violence in the Workplace	<ul style="list-style-type: none"> • Provide education in the workplace to help employees access domestic abuse services and deal with harassment at the work site • Explore locating domestic violence advocacy in high volume public places such as shopping malls • Support and foster work being done locally and regionally to increase the sensitivity of area employers regarding domestic violence
Cultural Issues	<ul style="list-style-type: none"> • Mandate cultural competency training for professionals in the justice system • Provide community education to newly immigrated groups on domestic violence laws

V 2004 Case Observations and “Opportunities for Intervention”

Perpetrators Are Gone When Police Arrive

Case Observations

- A perpetrator physically abuses a victim and threatens the victim’s child. The victim’s child reports the incident to the police immediately, however the perpetrator flees the scene before the police arrive. There is no follow-up investigation when the perpetrator is “gone on arrival.”

Opportunities for Intervention

- **Pursue evidence-based investigation of perpetrators who are “gone on arrival” so that the case can be prosecuted whether or not the victim chooses to testify.** This would hold perpetrators accountable even if they disappear before the police arrive.
- **Work to make the “gone on arrival” policy and procedure consistent in each jurisdiction throughout the county/state.**
- **Document (Law Enforcement) each occurrence of domestic violence as mandated by law.** These reports must be referred to the City or County Attorney’s Office for review to ensure the crime is categorized correctly as a misdemeanor, gross misdemeanor or felony. An effort should be made to

ensure that each jurisdiction in Hennepin County is addressing the reporting of domestic violence in a uniform manner. Incidents should be documented regardless of arrest in order to have a record of the incident.

Domestic
violence victims
account for
over 25 % of all
violent crime
victims
(in Minnesota).

~Minnesota Planning

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Dual Arrests

Case Observations

- In domestic violence situations where the perpetrator and victim were both charged with domestic assault (dual arrest), the prosecutors dropped charges against both parties.

Opportunities for Intervention

- **Fully inform judges of the victim and perpetrator’s criminal history.** Pre-sentence investigations do not currently include a criminal history, previous charges or arrests. If there is a bail evaluation, a criminal history is attached, but that is not always the case. Non-conviction arrests and charges are helpful in understanding the context of the offender’s violent behavior and determining who is the primary aggressor. Events not resulting in conviction are also important given that there is a significant dismissal rate of domestic violence charges. The courts should examine revising the pre-sentence investigation to include a complete criminal history as well as risk markers of prior arrests and charges which did not result in conviction. Any constitutional implications of including arrest information in pre-sentence investigations should be examined.

This may require a longer time frame (currently four hours or less) for completing a misdemeanor and gross misdemeanor level pre-sentence investigation.

- **Provide the criminal justice system with training relative to the significance of patterns of violent behavior.** This should result in a determination about who is the dominant aggressor.

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Conditions for Probation and Supervised Release

Case Observations

- A perpetrator kept the victim at a halfway house under duress.

Opportunities for Intervention

- **Examine the safety of halfway house programs and the appropriateness of these facilities for violent offenders.** The level of supervision in these facilities should preclude individuals from committing additional crimes while residing in a halfway house.

Data Practices

Case Observations

- Mental health and chemical dependency issues of both the perpetrator and the victim were not adequately addressed because the information was not available to service providers.
- It is unclear if escalating problematic behavior observable by the school personnel and foster parents were communicated to or acted upon by appropriate Child Protection authorities.

Opportunities for Intervention

- **Educate professionals working on domestic violence issues to clarify the laws pertaining to the exchange of information among professional service providers.** This will allow for protocols for the exchange of information when appropriate and necessary to best serve the needs of a victim of domestic violence and his/her family.

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Responding to and Documenting the Severity of a Domestic Assault

Case Observations

- An alleged assault with a knife to the victim resulted in no charge against the perpetrator.
- A 911 call was made from the victim’s residence the night before the murder. The victim reported being pushed. Police observed red marks on the victim’s shoulder. Neither the victim nor the perpetrator acknowledged that they had a domestic relationship. The perpetrator denied any wrongdoing. Police sent him away but made no arrest.

Opportunities for Intervention

- **Refine a referral process inside the City Attorney’s Office, the Count Attorney’s Office and the police departments, so that every documented incident of domestic violence is prosecuted at the level of severity warranted.** This will prevent cases from being dropped without proper legal action.

During the 6 months
following an episode of
domestic violence,

~ Bureau of Justice Statistics:
Preventing Domestic Violence
Against Women

32% of battered
women are
victimized again.

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Children in the Child Protection System

Case Observations

- There are inadequate support services, including initial crisis assessment, post-traumatic intervention, mental health screening, therapy, and ongoing interventions, provided to children who witness homicides.
- When a child involved in Child Protection services is on probation, his/her Child Protection services files are discontinued and there is no follow-up from Child Protection workers with the probation officers.
- Legal custody of a child victim and her siblings was transferred to relatives who did not meet basic licensing standards.
- A transfer of legal custody of children was done under circumstances where risks (criminal history records, children with significant special needs) should have been obvious and yet the file was closed without any follow-up monitoring.
- Both caretakers of the child have a history of child abuse.
- A child is not able to file an “Order for Protection” on his or her own behalf when a parent does not support the action.

Opportunities for Intervention

- **Make services available to children who witness domestic violence or who are victims (within 24 hours whenever possible) to address post-traumatic stress symptoms and other ongoing mental health concerns or advocacy needs.** A continuum of care and extensive follow-up are often necessary for children who witness domestic violence. Educational opportunities and appropriate therapeutic intervention could assist parents and caregivers of children as well. Involvement by specialized medical and mental health clinicians, as well as domestic violence advocates, should be involved as appropriate during the criminal investigation this would help ensure the therapeutic needs of the children are addressed.
- **Avoid placements of children in non-licensable homes.** If the Court orders a child into a non-licensable home, it should make specific findings relative to the best interest of the child and address the safety concerns. It is against Hennepin County Child Protection Services policy to support placement in a home that cannot be licensed for foster care placement or approved for a Transfer of Legal Custody.

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Children in the Child Protection System *continued*

Opportunities for Intervention *continued*

- Provide resources and referrals for services to families at the time of closing a Child Protection file, including coordination with other programs within Hennepin County.
- Include collection and review of reports from the schools, therapists, tribes and agencies that may have information regarding specific issues the children are facing in child protection investigations. Placement should occur only after a thorough review of input from all significant adults.
- Mandate unannounced home visits to foster placements prior to any transfer of custody to determine whether there are licensing concerns, i.e. unauthorized individuals living in the home.
- Increase sharing of case information among and between professionals.
- Evaluate child safety and provide services to the parent to address the conditions that led to Child Protection’s involvement with the family. In open cases, Child Protection Services has an obligation to continue to provide services to the parent to address the conditions that led to safety issues, regardless of the child’s involvement with other county departments.

Each year, an estimated
3.3 million children
are exposed to violence
by family members
against their mothers
or female caretakers.

~ Report of the American
Psychological Association
Presidential Task Force on
Violence in Family

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Children in Schools

Case Observations

- School personnel, including bus drivers, had an ongoing concern regarding children’s absence based on their observation of the children and the comments made by other children which was not addressed.
- Siblings reported to a school social worker that a child’s absence was due to “misbehavior” at home.
- A bus driver observed and questioned an adult male dragging a child from the bus line. The adult stated the child was sick. There is no clear documentation of bus driver or school response to this incident.
- A teacher solicited parent interaction and observed the adult caregiver using inappropriate physical discipline to children in the classroom. There is no documentation of what, if anything, the teacher did in response to this.
- It is unclear whether or not escalating problematic behavior observed by school personnel and foster parents was communicated to or acted upon by appropriate child protection authorities.
- School personnel and/or county workers made no unannounced home visits.

A recent study found that school-age children who witness violence exhibit a range of problem behaviors including depression, anxiety, and violence towards peers.

~ Family Violence Prevention Fund

Opportunities for Intervention

- **Establish and communicate consistent policies and procedures for bus drivers and school staff for the mandated reporting of any concerns regarding the health and welfare of children.** Because time is of the essence, these concerns should be communicated directly to Child Protection or the police without going through an internal process within the school system.
- **Follow State laws regarding reporting of educational neglect and truancy.** The option to require professional verification after 3 consecutive or 4 cumulative absences within each school district should be followed.
- **Conduct health and welfare checks in cases of truancy of elementary school children.** This would assure their safety and possibly uncover problems that led to the truancy.

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Children in Schools *continued*

Opportunities for Intervention *continued*

- **Conduct a follow-up interview and a home visit where maltreatment has been reported.** This can help determine whether or not the child is safe.
- **Develop a consistent policy statewide regarding release or removal of children from school.**
- **Provide continuing in-service training for all mandated reporters on the specific elements of the law and their statutory obligations as reporters.**
- **Provide schools with Child Protection placement information before the placement occurs.**

70% of domestic violence victims were victimized more than once in 2001. Domestic violence victims accounted for over a quarter of all violent crime victims in 2001.

~ 2002 Minnesota Crime Survey

Orders for Protection

Case Observations

- A young child may not file an Order for Protection on his or her own behalf, however, under Minnesota law certain adults may petition on a child's behalf. Where there is no parental support, an advocate is assigned to assist teenagers in filing for an Order for Protection.

Opportunities for Intervention

- **Implement strategies within public systems, such as the courts, police and child protection, which help children access protective services when they feel unsafe in their homes.** Children should have a right to seek and access a safe environment in which to live.
- **Allow children over thirteen to seek advocacy and/or mental health services without parental permission.**
- **Trigger an immediate Child Protection report for any child who files an Order or not for Protection to determine whether or not intervention is needed.**

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Medical Professionals and Hospital Emergency Department Staff

Case Observations

- Hospital staff was aware the victim had been abused but did not address the domestic violence issues.
- The perpetrator, who had not been identified as such, was allowed to remain with the victim during an Emergency Room screening after a domestic assault.

Opportunities for Intervention

- **Include appropriate referrals for advocacy in hospital screening protocols for all domestic violence situations.** Have domestic violence advocacy readily available in the Emergency Department or other areas of the hospital where victims may present.
- **Increase domestic violence awareness for hospital and emergency department staff.**
- **Develop an Emergency Room protocol to identify, whenever possible, past ER presentations to determine whether there have been previous visits with suspicious injuries.** Heightened scrutiny and careful documentation is crucial when a pattern of injuries suggests domestic violence.

- **Document carefully a patient’s injuries and explanations of how they occurred and medical opinions as to whether the explanation is consistent with the injuries presented are valuable evidence in court proceedings.**
- **Work to incorporate consistent policies throughout Hennepin County hospitals regarding the treatment of possible victims of domestic violence.**
- **Interview, in private, Emergency Room patients who may be victims of domestic violence.**

37% of women who sought treatment in emergency rooms for violence-related injuries in 1995 were injured by a current or former spouse, boyfriend or girlfriend.

~ U.S. Department of Justice, Violence Related Injured Treated in Hospital Emergency Departments

Fewer than 10% of primary care physicians routinely screen patients for domestic violence during regular office visits.

~ The Journal of the American Medical Association-1999

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Treatment and Mental Health Issues

Mental Health and Chemical Dependency

Case Observations

- Mental health and chemical dependency issues of both the perpetrator and the victim were not adequately addressed. The victim’s vulnerability was not assessed during a health and welfare hold.
- The perpetrator had a long history of mental health interventions, with no continuity of care and no oversight.

Opportunities for Intervention

- **Integrate mental health, chemical dependency and domestic violence services for victims of violence.**
- **Implement a system of conditional release specific to inmates with mental health concerns.** Mentally ill inmates are often discharged from prisons and jails without any follow-up treatment plan or transfer of supervision to a mental health professional. They end up using hospital emergency rooms as a primary source of medical care for medications and treatment with no continuity of care and no ongoing supervision by a clinician. Making post-conviction records from correctional facilities available to subsequent mental health providers for the same individual will help to coordinate the continuity of care for people leaving prison.

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Implications of Domestic Violence in the Workplace

Case Observations

- The workplace is a predictable location for a perpetrator to stalk the victim.
- A victim did not tell the employer about potential danger from her domestic relationship.

Opportunities for Intervention

- **Provide education in the workplace to help employees access domestic abuse services and deal with harassment at the work site.** Employers should look for “red flags”/signs of domestic abuse in their employees and explore non-punitive ways to support and work with a victim to keep her employed.
- **Explore locating domestic violence in high volume public places such shopping malls.** Explore the feasibility of on-site advocacy services, possibly in connection with police department sub-stations. Shopping malls provide significant opportunities for education and intervention around domestic violence and child abuse.
- **Support and foster work being done locally and regionally to increase the sensitivity of area employers regarding domestic violence.**

Over 1.7 million workdays in the United States are lost each year due to domestic violence. Employers lose between \$3 billion and \$5 billion every year in absenteeism, lower productivity, higher turnover, and health and safety costs associated with battered workers.

~ American Institute on Domestic Violence

V 2004 Case Observations and “Opportunities for Intervention” *continued*

Cultural Issues

Case Observations

- There was ambiguity about the victim’s and perpetrator’s relationship. It was unclear whether they were unmarried, legally married, married in the eyes of their faith or committed to marriage by their families. There are cultural and religious ramifications involved in definitions of marriage and the response to infidelity.
- The victim’s family and a witness were subject to intense pressure from the cultural community.

Opportunities for Intervention

- **Strengthen the mandated cultural competency training for professionals in the justice system.** Build the “cultural proficiency” of criminal justice agencies and community service providers to adequately address the cultural concerns relative to domestic violence through training and educational opportunities.
- **Provide community education to newly immigrated groups about how domestic violence is defined by Minnesota State Statutes and the potential criminal and social consequences as well as resources in the community for alternatives to domestic violence.**

Women of all races
are about equally
vulnerable to
violence by an
intimate.

~Bureau of Justice
Statistics, Violence Against
Women: Estimated from
the Redesigned Survey

VI Hope for the Future

The Review Team is hopeful that this report will inspire continued improvements in the way the justice system and the entire network of providers handle domestic violence.

We are encouraged by the many changes that have already been implemented as a result of our review of domestic homicides. More than 25 substantive improvements in the justice system and participating agencies have been implemented resulting in enhanced support for victims and increased consequences for abusers as a result of earlier Review Team recommendations.

One of the most exciting results of the Review Team experience was that case reviews prompted an almost immediate effort by Team participants to personally address the issues identified by the reviews.

Examples:

1. Through training of law enforcement officers, the number of arrests doubled for perpetrators "gone on arrival" between 1997 and 2002.
2. A city attorney reviews each domestic abuse charge to ensure the accuracy of the classification at the scene of the crime. A corresponding dramatic increase in felony and gross misdemeanor filings resulted:

	<u>1999</u>	<u>2001</u>	<u>2002</u>	<u>2003</u>
Felonies	93	132	132	145
Gross Misdemeanors	497	705	705	637

The number of misdemeanor charges dropped as a result of the attentiveness of the justice system to prosecuting at the highest possible level.

Various agencies reported the following systemic improvements since the beginning of the review process. Many forces converge to impact change in public policies. The Review Team recommendations along with advocacy from a host of other organizations have influenced these changes to the system.

- **Minneapolis City Attorney's Office**

The Domestic Abuse Service Center reviews all cases in which the perpetrator is "gone on arrival", within 24 hours

Streamlined the felony referral process to the Hennepin County Attorney's Office by placing an attorney in the Family Violence Unit of the Minneapolis Police Department to coordinate referrals

Reviews all felony level investigations completed by the police, which do not rise to the level of felony charges, to determine if misdemeanor charges are warranted, or if more investigation is needed to support felony level charge

Actively and aggressively refers cases to the Hennepin County Attorney's Office when tab charged with misdemeanor offenses, but where facts may support a felony level offense

VI Hope for the Future *continued*

Minneapolis City Attorney's Office *continued*

Coordinates referrals to identify enhancements for felony level prosecution

Developed a list to be used by patrol officers to identify cases where the potential for enhanced felony charges exist. The list is located in the jail and is checked by police officers on all arrests for misdemeanor assault, domestic assault, and violation of order for protection. The purpose of the list is to guide police officers where the arrestee has prior convictions that may warrant enhanced charges. The list now has 669 names on it.

Provided police training to all Minneapolis police officers regarding "gone on arrival" procedures and how those cases are reviewed and potentially prosecuted

Provided training to all Minneapolis police officers on domestic assault investigation, report writing, dynamics of domestic violence cases and laws pertaining to domestic violence cases

Provided training to all Minneapolis 911 operators and dispatchers regarding dynamics of domestic assault, laws and system responses to domestic violence

Provided training to all office domestic abuse team members regarding dynamics of domestic violence and domestic abuse prosecution strategies

Aggressively prosecutes all domestic abuse cases whenever possible by obtaining and reviewing evidence early in the case, including obtaining 911 tapes, witness statements, photos and medical records, as soon as possible after arrest

Worked to build connections with community-based advocacy groups by inviting them to meet with the office's domestic abuse team to better serve victims

Provided training to community-based advocates regarding how domestic violence cases are handled in the criminal justice system

Provided training to underserved and new immigrant communities regarding the dynamics of domestic violence and how domestic violence cases are handled in the criminal justice system.

VI Hope for the Future *continued*

- **Minneapolis Public Schools**

Developed a policy and procedure for staff, parents and students who have an “Order for Protection”

- **Nonprofit Providers**

Improved advocacy

Improved information and referrals

- **Fourth Judicial District
Hennepin County**

Established Domestic Court
Calendar

Held a full day of training across
departments and agencies

Informed Judges about factors
relevant to bail determination
including threats of suicide and
violence threats on dates close to the
time protection orders are served

Shared Fatality Review Team
Report with Judges who rotate into
Domestic Violence Court

- **Fourth Judicial District
Family Court**

Mandates four hours of training on
domestic abuse for all staff

- **Fourth Judicial District
Juvenile Court**

Children’s Mental Health remains
a major concern of the Court.
District Court and other partners are
currently engaged in a pilot projects
to better identify children’s mental
health issues in Juvenile Court

- **Hennepin County Attorney’s Office**

Reviews all cases in Minneapolis in
which the perpetrator is “gone on
arrival” within 24 hours.

Coordinates referrals to identify
enhancements for felony level
prosecution

Encourages police training on
domestic violence

Initiated national research on
prosecution of strangulation cases

Improved protocols for referring
cases to the County Attorney’s Office

Improved information to present a
more complete case for prosecution

Encourages “Tab” charged threats to
be referred for prosecution

Provides training on protocols for
interviewing children and referrals to
child protection

Assigned advocate to work with
children in domestic abuse cases

VI Hope for the Future *continued*

- **Hennepin County Attorney's Office**
continued

Provides training on rights of custodial and non-custodial parents

Discusses suicide as a factor of lethality

- **Hennepin County Community Corrections, Adult Probation**

Implemented Domestic Violence Screening Inventory within the Probation Department to determine the level of supervision services being afforded to defendants post-conviction. (This information is not shared with the court for release decisions or sentencing decisions.)

Modified pre-sentence Investigation Reports to better reflect dynamics of domestic abuse

Permits advocates to sit in on Probation Officer's interviews with victims

- **Hennepin County Medical Center**

Initiated training on domestic violence for Emergency Department Faculty and Residents and instituted intake interview screening of domestic violence

VI Hope for the Future *continued*

In addition, the Review Team has worked to compile a set of recommendations to improve four important areas:

Children Who Witness Domestic Violence

Outcome: Children who witness, or who themselves may be victims of, domestic violence will have appropriate intervention and support services.

Strangulation

Outcome: Create greater consequences for domestic violence cases involving victims who are strangled

Police Training

Outcome: Law enforcement officers will be trained on domestic violence issues. The law will be changed to mandate at least 5-8 hours of domestic abuse training every three years.

Medical Records

Outcome: Create a mechanism to make the pertinent medical records of victims of domestic abuse available in a timely manner to law enforcement agencies

The Review Team is working to implement these recommendations.

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This report is a product of:

**A Matter of Life and Death:
The Domestic Fatality Review Team**

**A Collaboration of Private, Public
and Nonprofit Organizations
Operating in Hennepin County**

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The 2005 Minnesota Femicide Report

We remember our mothers, fathers, sisters, brothers, daughters, sons, wives, husbands, partners, family members, friends, co-workers, neighbors and fellow Minnesotans lost to the terrible toll of domestic violence and child abuse...



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About the Femicide Report

The Minnesota Coalition for Battered Women monitors information about women and children murdered in our state to educate the public about the lethality of violence against women and child abuse. We pledge to remember the women, children, and family members and/or friends who die each year from domestic violence, and also the women and children who are murdered while being used in prostitution and sex trafficking. Women and children used in prostitution and sex trafficking are battered women and abused children in need of protection from abuse. We also remember the women and children who were murdered by friends, acquaintances, strangers, or unknown perpetrators.

We challenge communities to respond to battered women and their children by providing adequate funding for safe shelter and advocacy services, prevention education for all elementary and secondary students, laws to protect women and children, effective enforcement of those laws, and aggressive prosecution of all domestic assault crimes and all prostitution crimes targeting perpetrators, pimps, and "johns."

In reporting the total number of deaths, it is important to note that *at least* this many women and children have been murdered. We cannot be certain we have not missed some deaths since we must use a method of data collection that primarily relies on news accounts. No state or federal agency collects comprehensive data on domestic homicides. In addition, the murders of women of color, Native American women, women living in poverty, rural women, lesbian/bisexual/transgender women, and women and girls used in prostitution and sex trafficking may be under-reported in our listing as they frequently go unreported in mainstream media.

The 2005 Femicide Report is compiled from news accounts. Please contact MCBW if we have missed a death or if you have updated or more complete information on any femicide.

We ask that the Minnesota Coalition for Battered Women be credited when information from this report is used.

Women and Children Murdered in Minnesota: 1988-2004

- 1988 At least 18 women died from domestic violence*
- 1989 At least 18 women died from domestic violence
- 1990 At least 26 women died from domestic violence
- 1991 At least 12 women died from domestic violence
- 1992 At least 31 women died from domestic violence
At least 8 children died from child abuse**
At least 3 women were murdered while being used in prostitution***
At least 2 family members/friends were murdered by a women's current or former partner
- 1993 At least 28 women died from domestic violence
At least 13 children died from child abuse
At least 6 women were murdered while being used in prostitution
At least 5 family members/friends were murdered
- 1994 At least 19 women died from domestic violence
At least 7 children died from child abuse
At least 2 women were murdered while being used in prostitution
- 1995 At least 29 women died from domestic violence
At least 11 children died from child abuse
- 1996 At least 22 women died from domestic violence
At least 17 children died from child abuse
At least 6 women were murdered while being used in prostitution
- 1997 At least 17 women died from domestic violence
At least 5 children died from child abuse
- 1998 At least 22 women died from domestic violence
At least 15 children died from child abuse
- 1999 At least 22 women died from domestic abuse
At least 20 children died from child abuse
- 2000 At least 40 women died from domestic violence
At least 6 children died from child abuse
At least 1 family member was murdered
- 2001 At least 33 women died from domestic violence
At least 12 children died from child abuse
At least 6 family members/friends were murdered
- 2002 At least 16 women died from domestic violence
At least 13 children died from child abuse
- 2003 At least 14 women died from domestic violence.
At least 10 children died from child abuse.
- 2004 At least 13 women died from domestic violence.
At least 11 children died from child abuse.
At least 3 family members/friends were murdered

*Cases of women murdered where the suspected, alleged or convicted perpetrator was a current or former husband, boyfriend, intimate partner, household or family member.

**Cases of children murdered where the suspected, alleged, or convicted perpetrator was the father, mother, guardian, babysitter, child care provider, or household/family member of the child; or the perpetrator was the parent's spouse or intimate partner.

***MCBW recognizes prostitution as a system of violence against women and children.

In Minnesota in 2005:

At least 17 women were murdered in cases where the suspected, alleged, or convicted perpetrator was a current or former husband, boyfriend, or intimate partner of the deceased woman.

At least 9 women were murdered in cases where the suspected, alleged, or convicted perpetrator was a family member or a household member of the deceased woman.

At least 1 woman was murdered while being used in prostitution.

At least 4 children under the age of 18 were murdered in cases where the suspected, alleged, or convicted perpetrator was the father, mother, guardian, babysitter, child care provider, or household/family member of the child, or the perpetrator was the parent's spouse or intimate partner.

At least 2 friends or family members were murdered in domestic violence-related situations.

At least 7 women or children were murdered in cases where the suspected, alleged, or convicted perpetrator was an acquaintance of the deceased woman or child, or was a stranger or an unknown assailant.

9 men, women and children were murdered in the Red Lake school shootings on March 21, 2005.

At least 18 children have been left motherless by the murders of their mothers.

Women murdered in cases where the suspected, alleged, or convicted perpetrator was a current or former husband, boyfriend, or intimate partner.

Tina Gerving, 39

Erskine

January 23, 2005

Polk County sheriff's deputies found Tina's body, along with the body of her husband, David DeFrang, 44, inside their home after being asked to conduct a general welfare check there. It was determined that David murdered Tina and then committed suicide. Tina worked as an accountant and also taught Sunday school at Grace Lutheran Church. She left behind 4 daughters. Tina enjoyed exercising, fishing, reading, and tending to her flower gardens.

Cassandra Koochek, 42

St. Paul

February 15, 2005

Clarence Dunn St., 50, pleaded guilty to beating to death his girlfriend, Cassandra, with a hammer. Dunn made a 911 call from Koochek's apartment. When police arrived, they found her lying on a bed with a blanket, pillow, and a plastic bag over her head. She had been struck on the head at least 5 times. Dunn was taken to Regions Hospital, where he was treated for self-inflicted cuts to his wrist. He pleaded guilty to Cassandra's murder after a psychiatric exam found him competent to stand trial. Dunn was sentenced to 25½ years in prison. In 1995, Dunn pleaded guilty to second-degree assault for stabbing another woman in the throat and was sentenced to four years and four months in prison. Cassandra left behind a teenaged son.

Moonku "Marissa" Persaud, 40

Eagan

February 18, 2005

Police found Marissa strangled to death in the upstairs bedroom of her Eagan home. She hadn't shown up for her job at Blue Cross/Blue Shield for days. Friends and family were concerned about her safety and called law enforcement. Marissa's former live-in boyfriend, Jairam Ganpat, 37, was arrested in Brownsville, Texas, trying to re-enter the United States from Mexico. He was charged with two counts of second-degree murder after being extradited to Minnesota. "Growing up I never had a father figure in my life and my mother was both my mother and father," said Marissa's 17-year-old daughter, Vanessa. A good friend of Marissa's described Ganpat as an obsessive boyfriend who prevented her from socializing with her friends. "He was very, very controlling," said Whanyia Lankah. Eagan police had responded to a suspected case of domestic abuse at Marissa's home on January 23rd. Police gave her information on how to obtain an order for protection against Ganpat.

Jessica Rose, 18

Duluth

March 5, 2005

Jeremy Steenblock, 29, was charged with second-degree murder in the death of his fiancée, Jessica Rose, 18. Police found Jessica dead in the apartment she shared with Steenblock. The medical examiner later ruled her death due to strangulation. Steenblock had called 911 to say that his fiancée had fallen and hit her head in the shower. However, when police interviewed him later, Steenblock admitted to strangling Jessica. Lori Sommer, Jessica's aunt, said, "She didn't have much but she would give you the shirt off her back." Sommer also stated that she knew Steenblock was abusing her niece and tried to get Jessica to leave him. Jeremy Steenblock had been arrested 3 times for domestic abuse in 4 years. In January of 2004, a hearing was held to revoke his probation for assaulting another girlfriend, but the judge ruled that Steenblock remain on probation. Steenblock pleaded guilty to second-degree murder and was sentenced to 30 years.

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Mai Yia Lee, 22**Minneapolis****March 26, 2005**

Mai Yia Lee was fatally stabbed by her fiancée, Vou Xiong, 27, after she told him she wouldn't marry him. Lee and Xiong had their marriage arranged in a Thailand refugee camp, but when Xiong tested positive for Hepatitis B, Lee's family no longer wanted her to marry him. Xiong arrived at the home Lee shared with relatives, knocked on the door, and told her he had photos to show her. Across the hall, Lee's uncle heard screaming and ran in. Xiong was standing over Mai Yia with a knife in his hand. He lashed out at the uncle and then went downstairs and found Lee's two female relatives. The uncle came to help and was stabbed in the chest, but managed to overpower Xiong and tie him up until police arrived. Mai Yia died of multiple stab wounds. Vou Xiong was charged with one count of second-degree intentional murder and one count of second-degree assault in the stabbing of Mai Yia Lee's uncle. Mai Yia was described as a "conservative, honest, and really good student who came to school every day," by staff of the Hmong Mutual Assistance Association, where she studied ESL and job skills.

Patricia McGhee, 31**Burnsville****May 14, 2005**

Johnny Clark, 34, turned himself in at the Hennepin County jail, stating, "Arrest me, I hurt my baby." Burnsville police found Patricia McGhee, 31, bleeding in the bathroom of her home from gunshot wounds to the head and chest. She died at the scene. Patricia had been with Johnny since she was 14, and the couple had 3 children, ages 13 to 15. Kelly McGhee, Patricia's sister, said she was trying to end her relationship with Clark and that she'd moved out briefly after police responded to a domestic call. She had also changed the locks because she was afraid of him. "She said, 'I broke away. I feel good to be free.' Those were her last words before she died," said her mother, Shaday Ombasa. Patricia's eldest child said she will remember her mother's energy and cheerfulness, "Even in a sad situation, she'd always have a joke or something to laugh about." Patricia worked as a nurse for 10 years at Abbott Northwestern Hospital in Minneapolis. Clark was charged with second-degree murder.

Tammy Hughes, 30**Albert Lea****May 27, 2005**

After a neighbor called police about hearing a popping sound coming from the home Robert and Tammy Hughes had once shared, police found Tammy, 30, dead on the living room floor from two gunshot wounds to the chest. Robert, 34, was found crying in a fire ring in the backyard. He had a liquid propane torch and a gasoline can with him. He was ordered to the ground and arrested. Later, he stated to police, "I screwed up." On her lunch hour, Tammy had returned to the home she until recently, had shared with her husband to resolve some things with him, said a co-worker. Tammy's cousin stated that the couple was "having problems" and that Tammy had left Robert. One of Tammy's co-workers said that Robert had held Tammy captive in their home for as long as three days the week before the murder. Police were called, but Robert was not arrested. "She recently tried to get away from [her husband]," the co-worker said. Relatives, friends, and co-workers described Robert as very controlling. Tammy was remembered as a dedicated, loving mother to her two children, ages 4 and 5, as well as a Girl Scout troop leader, and a friend who frequently helped out an elderly neighbor without being asked. She had worked as an assistant at American Express Financial Advisors for 6 months before her murder. Robert Hughes was charged with second-degree murder.

Tiffany Bowes, 22**St. Paul****June 11, 2005**

Tiffany Bowes was scared to go back to the apartment of Michael McGuire, 21, her abusive ex-boyfriend, to pick up some of her belongings. She told her friends to call the police if she didn't return quickly. When those friends couldn't reach her half an hour later, they called St. Paul police. Tiffany and Michael were found dead inside the apartment. According to police, McGuire shot Tiffany several times and then shot himself. "Tiff was real wonderful," said Steve Lundgren, who watched Bowes grow up while he was married to her mother. They have since divorced. "She was light and bubbly and full of fun and energy. A good kid. A beautiful smile and she treated everybody like they were golden."

Sherry Thompson, 15**Bloomington****June 23, 2005**

Daniel Otto, 17, admitted in court that he caused the death of his girlfriend, Sherry Thompson, when he gave her a lethal dose of methadone, a narcotic used to treat heroin addiction. According to court documents, Sherry and Daniel had drunk wine coolers and smoked marijuana at his home. Sherry had also snorted a Prozac tablet in an attempt to get high. Daniel broke into a lock-box where his mother kept large doses of methadone and gave it to Sherry. He watched her drink the methadone, throw up, and fall asleep in the basement. Sherry was found dead later of an overdose of methadone. Daniel Otto was charged with unintentional third-degree murder. He pleaded guilty and is expected to receive a juvenile sentence and a seven-year adult sentence, which will be stayed until he serves his juvenile sentence.

Angelina Garley, 27**Brooklyn Park****June 24, 2005**

Clemmie Tucker, 33, was charged with second-degree murder in the death of his girlfriend, Angelina Garley, 27. Angelina was found in a car in Brooklyn Park with a gunshot wound to her chest. Garley's 12-year-old son told police that Tucker spent the day on June 23rd with him and his mother at a water park and that she had planned to meet Tucker later that night. Police found Angelina shot to death at 2:44 a.m. the following morning after a call about a car horn honking and the sound of someone screaming for help.

Susan Keezer, 47**Bagley****July 22, 2005**

Kathy Rabideau, 47, was charged with two counts of second-degree murder and a single count of third-degree murder in the death of her intimate partner, Susan Keezer. At 6:43 a.m. on July 22nd, local law enforcement received a phone call from a woman requesting a welfare check on Susan. When an officer arrived at the home Rabideau and Keezer shared, he saw Rabideau run into the street, covered with blood and waving her arms. She allegedly said, "Wake up my wife! Wake her up!" She led the officer to the kitchen, where he found Susan lying facedown in a pool of blood. Stab wounds were seen in Susan's back and a bloody knife was found in the yard. A neighbor reported that she heard the two women arguing the evening of July 21 and the early morning hours of July 22. The criminal complaint stated that Rabideau and Keezer had been in a relationship for three or four years. Susan enjoyed crossword puzzles and walking.

Laurie Bird, 49

Champlin

August 2, 2005

Laurie was found dead in her home, shot to death, after her husband called the police. Officers found Laurie dead on the bed and took her husband into custody after finding no signs of forced entry or foul play. Kurt Bird, 52, was charged with 2 counts of first-degree murder and one count of second-degree murder. Family and friends stated the couple had been married about 8 years and were having problems. Laurie died of a single gunshot wound to the head. Kurt Bird claimed the shooting was accidental. Laurie was the mother of 3 daughters and grandmother to 3. Kurt Bird was convicted of first-degree murder and sentenced to life in prison.

Beverly Benson, 72

Bloomington

August 3, 2005

In the early hours of August 3rd, George Benson, 73, called police to inform them he'd just taken his wife's life and was about to commit suicide. Police arrived at the Bensons' home to find both Beverly, 72, and her husband dead. He had shot his wife and then himself. Beverly was very ill with amyotrophic lateral sclerosis, better known as ALS or Lou Gehrig's disease, and could no longer talk, walk, or even turn over in bed. George Benson was Beverly's 24-hour nurse, but he had developed health problems of his own. Police are still investigating the details of the case and whether or not Beverly consented to die. Before she became ill, Beverly loved to square dance, travel, bowl, and garden.

Roman Kidane, 25

St. Louis Park

August 25, 2005

Kirill Geilman, 55, was charged with second-degree intentional murder in the death of his girlfriend, Roman Kidane, 25. He had called 911 at about 7:45 a.m. and stated, "I killed my girlfriend just now." Roman bled to death from several large wounds in her neck. She also had defensive wounds on her hands and stab wounds to the back of her head, stated the criminal complaint. Offices said Geilman told them he "punched" Kidane in the neck "lots of times," and he knew he killed her. "This young woman died violently, and she died horrifically," said St. Louis Park Police Chief John Luse. "The crime scene suggests an angry act of passion, loss of control and violent rage."

Sheila Hollie, 43

Minneapolis

October 14, 2005

Sheila Hollie, 43, lay dying in her bedroom as her longtime boyfriend aimed a handgun at her adult daughter. Brandon Johnson, 34, shot and wounded the daughter once from across the hall, then again as he walked into the bedroom. Also in that room was Sheila's niece, holding the infant son of Hollie's daughter. When the boyfriend pointed the gun at the baby, the niece rolled over, protecting the boy as she was shot in her chest and her arm. Johnson was arrested and charged with one count of first-degree murder and three counts of attempted first-degree murder. Sheila died of a gunshot wound to her chest. Her daughter and niece were hospitalized, although they survived their injuries. Hollie, a choir member at New Salem Baptist Church, had been Johnson's girlfriend for about five years. Minneapolis police stated that Johnson had been arrested in 1999 on suspicion of terroristic threats, stemming from an incident with Hollie.

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Crystal Halloran Drummer, 23**Plymouth****October 18, 2005**

Crystal was found dead by police after a neighbor in her apartment building called 911 at 3:30 a.m. after hearing shouting in the hallway. Crystal's husband, Bernard Obondo, 26, also called police, saying there was a problem in the apartment. When police arrived, they arrested Obondo after finding blood in the hall and Crystal dead inside. Bernard Obondo was charged with intentional murder for allegedly stabbing, strangling, and beating his wife to death. Police recovered a bloody knife and hammer. The couple had married in February 2005.

Linda Klyve, 47**Rolling Forks Township****December 18, 2005**

Pope County Sheriff Tom Larsen found Linda Klyve, 47, dead from a gunshot wound in her home. Gary Wrobleski, 46, her ex-boyfriend, was later found dead in a wooded area near Benson, Minnesota, from a self-inflicted gunshot wound. Larson said Klyve was killed early Sunday. He said Wrobleski then called a relative, and the information was eventually relayed to law enforcement in the Twin Cities and then to authorities in Pope and Swift counties. Linda worked as a nurse at Swift County-Benson Hospital and had two grown children from a previous marriage. She enjoyed shopping and spending time at her lake cabin. Linda and Gary had been in a relationship for about 4 years, but she had recently ended broken it off.

Women murdered in cases where the suspected, alleged, or convicted perpetrator was a family member or a household member.

Bonita Thoms, 58

Ross Lake Township

February 26, 2005

More than nine months after Bonita Thoms' body was found submerged in a bathtub at her home, a 35-year-old man, David Tscheu, was arrested for her murder. Thoms was Tscheu's step-aunt. Police were called to Bonita's home after a relative found her body in the bathtub. An autopsy ruled her death a homicide, concluding that someone had intentionally held her head underwater until she drowned. It was also determined that Thoms was sexually assaulted. DNA material taken from her body was matched to Tscheu's DNA. Investigators learned that Tscheu had been working near Bonita's house on February 25 and that he told his girlfriend about her death before a public announcement had been made. David Tscheu's criminal history includes convictions for misdemeanor fifth-degree assault, felony third-degree assault causing substantial bodily harm, and felony terroristic threats—for which he served 24 months in prison. Crow Wing County Sheriff Eric Klang said Tscheu had assaulted girlfriends and law enforcement officers in the past. "We've had a lot of past history with him."

Diane Hedalen, 50

Burnsville

March 18, 2005

Derrek Hopkins, 24, was charged with second-degree murder in the stabbing death of his aunt, Diane Hedalen, 50. Police found Hopkins wandering in the street and mumbling about Osama Bin Laden. He was taken to the hospital. Burnsville police then went to the apartment where Hopkins had been staying with his aunt and found her lying facedown on the bedroom floor. Officers found 2 knives on the floor next to Diane's body and blood around her shoulder and neck area. An autopsy determined that she died as a result of her throat being cut. She also had several broken ribs, a broken wrist, and evidence of having been strangled. Hopkins told authorities that he had been using methamphetamines daily for about a week prior to the murder and that he had gotten into an argument with his aunt. He confessed to murdering her and pleaded guilty to second-degree murder in January 2006. He was sentenced to 17 years in prison.

Hazel Boswell, 70

Bemidji

June 5, 2005

Ronald Kettle, 45, was arrested after he appeared at the Beltrami County Sheriff's Department and allegedly confessed to murdering his 70-year-old mother, Hazel Boswell. Witnesses stated he was under the influence of drugs at the time. Police officers went to Hazel's home, where they found her body lying in a hallway and covered with a blanket. Officers reported a large amount of blood in the home. Kettle told police officers that he had been taking drugs and that he woke up next to his mother's body. He further said that he believed he'd killed his mother with a kitchen knife and then cut himself in an attempt to take his own life. The preliminary autopsy report found that Hazel died of multiple blunt force trauma to the face and head. Ronald Kettle was charged with intentional second-degree murder.

Brenda Kirksey, 50**St. Paul****June 26, 2005**

A 23-year-old St. Paul man and his girlfriend crushed his mother's skull repeatedly with a hammer after an argument, then left her dying in her apartment as they walked to a nearby park and drank beer until dawn, according to criminal allegations filed against the pair. Michael Sevier and Tina Kiefer, 24, hid the hammer and their bloody clothes in a garbage can. They later returned to the apartment and called 911 to report that Brenda had apparently been shot in the head by an intruder. In later interviews with police, the couple accused each other of hitting Kirksey in the head with a hammer. Sevier and Kiefer were charged with second-degree murder in Brenda's death. They had been living with Brenda for about a month and neighbors reported hearing frequent arguments. Police found an audiotape inside the residence with Sevier speaking of his violent hatred for his mother. Last fall, Brenda sought an order for protection against her son, saying he had threatened her life, punched her, and knocked out her front teeth. "He is a monster," said LaShondra Exom, Sevier's older sister. "He had no right to take our mother from us." Brenda's neighbor Charlene Lang remembered her as the kind of grandmotherly neighbor children read about in storybooks. "Miss Brenda," as she was known to Lang's grandchildren, used seed packets to teach Lang's grandson to count. Brenda was an avid gardener. Tina Kiefer pleaded guilty to a lesser charge in exchange for testifying against Sevier. However, this proved unnecessary when Sevier pleaded guilty to second-degree murder. He was sentenced to nearly 27 years in prison.

Patricia Niedere, 52**Hastings****October 8, 2005**

Disbelief and sadness over the murders of a Hastings couple deepened as news spread that the couple's son and two high school classmates had been arrested in a connection with the crimes. Patricia and Peter Niedere, both 52, were shot to death in their family's auto glass shop. Within hours, police had arrested the couple's son Matthew Niedere, and Clayton Keister, both 17 and seniors at Concordia Academy in Roseville. The Niederees were shot around 1:50 p.m. and witnesses saw two people run from the store after the shooting and drive away in a Pontiac Grand Am. Tracking tips from the boys' friends, police arrested the teens in Blaine, where Keister lives. The couple's other son, Dan Niedere, spoke about his parents, "My parents were real loving parents. They always wanted the best for you. If you were in a pinch, they would drop everything to be with you." Peter was a leisure pilot and former telephone company worker who loved to work in his yard. In addition to the auto glass shop, Patricia owned a shoe store. She was an avid golfer and a car buff. Matthew Niedere and Clayton Keister were both charged with first-degree murder, second-degree murder and conspiracy to commit murder. A third teen, Jamie Patton, 18, was charged with two counts of conspiracy to commit first-degree murder for allegedly helping to plan the murders.

Marilyn Shutter, 55**Bemidji****November 24, 2005**

Police received a call on the evening of Thanksgiving from Theodore Shutter, reporting that his wife, Marilyn, had been shot with a deer rifle. She was taken to the hospital, where she was pronounced dead. The 15-year-old grandson of the couple, whose name has not been released because he is a juvenile, was taken into custody and charged with second-degree intentional murder. Theodore Shutter reported that after the shooting, he took the gun away from his grandson and held him until police arrived. The Shutters had adopted their grandson when he was a baby and were raising him as their son. The grandson told authorities that he thought about shooting both grandparents. In February 2006, the grandson was ruled incompetent to stand trial and was committed to a psychiatric hospital. The goal is to restore his mental health so that he may stand trial. "She was just totally my best friend and a tremendous gal," said Ted Shutter. "She was just my life. [We were married] thirty-seven years November 21st." Marilyn worked as an assistant manager at Bemidji Medical Equipment. She was very much involved with the Beltrami County Fair Board and 4-H. "She loved her community and she loved what she did," said Carla Mandrell, a fellow Fair Board member. "Everything she touched exuded her enthusiasm for what she did, and that was contagious."

Marie Wielenberg, 77**Melrose Township****December 10, 2005**

Preliminary autopsy results confirmed that three deaths at a Melrose Township farm were a double murder-suicide, said Stearns County Sheriff John Sanner. It was determined that Patrick Wielenberg, 43, shot his parents to death. One of the Wielenberg's other sons found his parents, Marie, 77 and Joseph, 82, dead in their bed and his brother, dead from a self-inflicted gunshot wound, in another room. "Everyone is shocked, truly shocked," Sanner said. "Patrick is the only person who truly knows why this happened, leaving surviving family members and law enforcement to try to piece together all the factors that could possibly contribute to a tragedy like this." Marie enjoyed gardening, scrapbooking, quilting, baking, and spending time with her 24 grandchildren and 4 great-grandchildren.

Lea Klандe, 69**St. Paul****December 12, 2005**

Police arrested Laverne Klандe, 45, in connection with the shooting death of his mother, Lea Klандe, 69. Lea was found in her apartment by the manager of the building. One of Laverne's sons had called the manager and said his father "was off the wagon and may have done something stupid." Police apprehended Laverne a day after the shooting. He was carrying a gun when arrested. A bullet in the gun matched a shell casing found at the apartment. An autopsy revealed Lea had been shot in the chest and the back of the head. Lea had been sharing her apartment with her son for several months following his seventh drunken-driving charge. Relatives reported that Laverne was upset that his mother had retrieved his truck, impounded after the DWI arrest, and was storing it at his son's house. Laverne Klандe was charged with second-degree murder.

Maris Miles, 68

Burnsville

December 30, 2005

Hours after being turned away from mental health treatment at an Edina Hospital, Stephen Miles, 23, allegedly struck his stepmother, Maris, on the head with a hatchet and then decapitated her. After Stephen told his father, Roland Miles, what he had done, Roland went inside, found his wife's body, and called 911. When police arrived, they found blood in the house and Stephen and Roland Miles in the backyard. Stephen Miles lived with his grandmother and mother in Eagan. He had a history of mental illness and recently told his parents he heard voices coming from the family rug. He fashioned a mixing bowl into a helmet to block out harassing radio messages from the government. The day before Maris' murder, when Roland Miles tried to stop his son from using a fork and hammer to remove the transmitter supposedly embedded in his teeth, Stephen grabbed his father by the neck and attempted to strangle him. The next day, his parents took him to Fairview-Southdale Hospital, where an emergency room physician said there were no beds available and referred the family to another hospital. After his father was unable to convince Stephen to go to another hospital, he was taken to his father's home to play chess. Stephen Miles was charged with second-degree murder and was held without bail pending a psychiatric exam to determine his mental fitness to stand trial. Maris had been a teacher in Faribault. She had retired but returned to education three years ago when hired by an area junior high as an educational assistant to developmentally disabled students. "She was a sweet, kind woman...she loved being around kids and working with kids and helping kids out," stated a co-worker. Maris was also a volunteer for Burnsville's senior citizen organization and the Minnesota Zoo.

Women murdered while being used in prostitution.

Laura Demeules, 33

Blaine

Body found November 6, 2005

The body of a woman was found in a ditch on a rural road near Northfield, Minnesota. It was later determined to be the body of Laura Demeules, 33. Laura had been last seen on a Saturday night near Lake Street and 34th Avenue by a former boyfriend. She was apparently killed elsewhere and her body dumped naked in the ditch. Reports state that Laura had been assaulted and possibly strangled. Laura had led a difficult life, including drug addiction and being prostituted, but friends and family say she was conquering her addictions. Family friend Lisa Goenner said that Laura may not have lived a perfect life, but, "To be found like that just thrown there like she was garbage. It's just so wrong." Family and friends stated that Laura had a great sense of humor and was a loving mother to her three children. A rally and vigil was held in Minneapolis on November 16, 2005 in Laura's honor. During the vigil, advocates called for an end to violence against all women. No one has been arrested in connection with Laura's murder, which haunts her mother, Marlene Demeules, who suffered a heart attack when she learned her daughter had been murdered. "Why did somebody do this? And how much did she suffer?" Two of Laura's children are living with relatives and the youngest is in the process of being adopted by a friend of the family.

Children murdered in cases where the suspected, alleged, or convicted perpetrator was the father, mother, guardian, babysitter, childcare provider or household/family member of the child, or the perpetrator was the parent's spouse or intimate partner.

MaKiah Greeninger, 3

St. Paul

January 8, 2005

Paramedics were called to a St. Paul apartment on January 5th, where they found 3-year-old MaKiah unconscious. MaKiah was taken to the hospital, where she died three days later of head injuries. The boyfriend of MaKiah's mother, Mario Mitchell, 24, told police that he dropped the girl when she urinated on him while he babysat her. Doctors who treated the girl said Mitchell's report was inconsistent with "extensive and severe" injuries. "The simplest way to describe the medical evidence at this point was the child was beaten to death. No child should have to die that way," said Susan Gaertner, Ramsey County Attorney. Mitchell was charged with second-degree murder and first-degree manslaughter.

Dakota Forss, 17 months

St. Paul

April 12, 2005

Joseph Bell, 34, was charged with second-degree murder after admitting to police that he repeatedly abused his girlfriend's son, Dakota Forss, 17 months. Bell told police he knew he would eventually kill the boy, but "just couldn't stop." The little boy had suffered more than 50 injuries in his lifetime, including blows and punches to the head that caused a skull fracture, cigarette burns, blackened eyes, internal bleeding, and injuries to his groin. Large patches of hair had been pulled out and Dakota had suffered a blow to his back so violent it bruised his lungs, the medical examiner determined. "You almost have to believe a day didn't go by where this child wasn't being struck or hurt," said Ramsey County Attorney Susan Gaertner. The toddler's mother, Kalani Forss, told police that she and Bell had lived together since November 2004, and that she had first witnessed Bell abuse her son in January. Bell pleaded guilty to second-degree intentional murder and was sentenced to 25½ years. Kalani Forss later pleaded guilty to felony neglect.

Caleila Lee, 5 months

Roseville

April 15, 2005

Roseville police were called to an apartment at 11 p.m. to respond to a report of a child not breathing. Caleila Lee, 5 months, was rushed to a hospital, where she died an hour later of abdominal bleeding and head injuries. Police arrested Caleila's father, Corey Lee, 25, after he gave inconsistent statements. He and Caleila's mother told police they found the baby unresponsive in her crib, attempted to resuscitate her and then called police. Eventually he told investigators he caused the baby's injuries because he was upset that she was crying. Lee was convicted of second-degree murder and sentenced to 12 years in prison.

Ryane Pearson, 10 months

Bemidji

July 31, 2005

Police officers were called to downtown Bemidji on a report that a baby wasn't breathing. CPR was being performed when officers arrived, but Ryane Pearson, 10 months, was pronounced dead at North Country Hospital. An autopsy found he died of blunt force injuries. Ryane's death was ruled a homicide, but no charges have been filed at this date.

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Friends or family members murdered in domestic violence-related situations.

Peter Niedere, 52

Hastings

October 8, 2005

Disbelief and sadness over the weekend murders of a Hastings couple deepened as news spread that the couple's son and a high school classmate had been arrested in a connection with the crimes. Patricia and Peter Niedere, both 52, were shot to death in their family's auto glass shop. Within hours, police had arrested the couple's adopted son Matthew Niedere, and Clayton Keister, both 17 and seniors at Concordia Academy in Roseville. The Niederes were shot around 1:50 p.m. and witnesses saw two people run from the store after the shooting and drive away in a Pontiac Grand Am. Tracking tips from the boys' friends, police arrested the teens in Blaine, where Keister lives. The couple's other son, Dan Niedere, spoke about his parents, "My parents were real loving parents. They always wanted the best for you. If you were in a pinch, they would drop everything to be with you." Matthew Niedere has been described as a shy and religious athlete. Peter was a leisure pilot and former telephone company worker who loved to work in his yard. In addition to the auto glass shop, Patricia owned a shoe store. She was an avid golfer and a car buff. Matthew Niedere and Clayton Keister both were charged with first-degree murder, second-degree murder and conspiracy to commit murder. A third teen, Jamie Patton, 18, was charged with two counts of conspiracy to commit first-degree murder for allegedly helping to plan the murders.

Joseph Wielenberg, 82

Melrose Township

December 10, 2005

Preliminary autopsy results confirmed that three deaths at a Melrose Township farm were a double murder-suicide, said Stearns County Sheriff John Sanner. It was determined that Patrick Wielenberg, 43, shot his parents to death. One of the Wielenberg's other sons found his parents, Marie, 77 and Joseph, 82, dead in their bed and his brother, dead from a self-inflicted gunshot wound, in another room. "Everyone is shocked, truly shocked," Sanner said. "Patrick is the only person who truly knows why this happened, leaving surviving family members and law enforcement to try to piece together all the factors that could possibly contribute to a tragedy like this." Joseph was a beekeeper and enjoyed reading books, the outdoors, and spending time with his 24 grandchildren and 4 great-grandchildren.

Women and children murdered in cases where the suspected, alleged, or convicted perpetrator was an acquaintance of the deceased woman or child, or was a stranger or an unknown assailant.

Pa Houa Yang, 13

Minneapolis

January 14, 2005

Pa Houa's body was found inside a disabled van on a cold January day. She had been shot once in the head. The case remains unsolved and there are no suspects. "The pain still hurts so much," said Pa Houa's mother, Xai Hang. Investigators are frustrated. "[He] shoots her and leaves her in the van like a piece of garbage, and she freezes," said Lt. Lee Edwards of Minneapolis Police. "The last day of her life must have been terrifying for her, and we need to keep that in mind. She was just 13 years old." Pa Houa was an excellent student at Franklin Middle School, but she had begun skipping classes and hanging out with the wrong crowd.

Memory Pachowicz, 33

St. Paul

March 6, 2005

Memory Pachowicz crossed paths with her suspected killer only by chance. The man who authorities believe lured the 33-year old mother of two to a vacant apartment and murdered her, Nathaniel Glass, 26, was also charged with drawing another woman to the same apartment the month before and raping her. Glass was charged with two counts of second-degree murder in Memory's death. Memory was last seen at 1 a.m. the night of her murder, when a man told police he saw her in her car and saw a maroon car behind her. Memory told the man that "the vehicle behind her was with her and she was OK," said the criminal complaint. Pachowicz told the man she was going to follow the car to a place where she could buy marijuana. An autopsy determined that Memory died of multiple blunt force impacts to the head. She was the mother of two girls, ages 1 and 13, and was pregnant at the time of her death. Memory was studying to be a veterinary technician and was originally from South Dakota. Glass pleaded guilty to second-degree murder and was sentenced to 35 years in prison.

Julie Ann Nayquonabe-Nickaboine, 35

Onamia

April 2, 2005

Danielle Boyd, 23, was charged with 14 counts, including 2 counts of second-degree murder, after she allegedly attacked two women with a knife, scissors and hit them with a car on the Mille Lacs Reservation. One of the women, Julie Ann Nayquonabe-Nickaboine, 35, was found dead in the middle of the street. An autopsy showed she had been stabbed in her left lung and had been run over by a car. The other woman was run over and sustained a head injury and was expected to survive. The criminal complaint stated that at 2:30 a.m. the three women got into an argument at a home. A witness said that Boyd got a knife and scissors and attacked the other two women and that she allegedly got into a car and struck the women from behind. In December 2005, Boyd pleaded guilty to second-degree murder and was sentenced to more than 20 years in prison.

Evelyn Geng, 62**Minneapolis****August 13, 2005**

Evelyn Geng was run down by a car at a gas station after she tried to stop a man who stole \$50 and a bottle of Pepsi from her. Simone Stillday, 23, was arrested and charged with second-degree murder. From the passenger seat, Stillday ordered the woman driving the car to run down Evelyn Geng, 62, who was standing in front of the car demanding the return of her money. When the driver refused, Stillday got behind the wheel and ran over Geng in the parking lot. Stillday told police that she was drunk at the time and that she thought she'd "hit a curb," according to murder charges filed in Hennepin County District Court. With her son looking on, and despite frantic attempts by police officers and witnesses at the station, Geng died about 40 minutes later. Evelyn's family said she was energetic and young at heart. She was a widowed mother of three and enjoyed making candles, going to garage sales, and traveling all over the country to visit her friends.

Sidney Mahkuk, 11**Minneapolis****Body found October 23, 2005**

The body of an 11-year-old girl was found on a Minneapolis sidewalk behind a funeral home. An autopsy determined that Sidney Mahkuk died of a cocaine overdose. "We are investigating this as if it were a homicide," said Minneapolis Police Chief William McManus. "An 11-year-old girl doesn't wind up dead of her own volition on a sidewalk..." Sidney had been missing from home for a few days before she was found dead. Sidney was the second youngest of seven children and she loved spelling and animals. She was described as a good-hearted girl whose knowledge of street life in her neighborhood made her seem older than her years. "My family is begging, begging on their knees for someone to come forward for my little sister," said Sugar Askenette, Sidney's older sister. "We deserve to know what happened to her. The hurt, the pain are too much not to know."

Tiara Martell-Dingmann, 23**St. Cloud****November 26, 2005**

Tiara was killed after a bullet went through the window of an apartment where she was attending a party. The host of the party told police that earlier in the evening, David Delk, 19, had gotten into an altercation with another party guest. He left the party and went to the home of a family member, where he gathered people to return to the party. Back at the party, another fight broke out between the guests and this group of people and continued outside. David Delk's brother, Antonio Delk, 24, pointed a handgun at the apartment and fired off at least 3 rounds. One shot went through the window and struck Tiara in the head. Antonio and David Delk were both charged with two counts of second-degree murder.

Lul Ibrahim, 35**Eden Prairie****December 12, 2005**

Keith Allen Bruce, 18, was charged with second-degree murder in connection with a car theft that turned into a fatal hit-and-run. According to the criminal complaint, Bruce had gotten into Lul's sister's car, which was parked but unoccupied, and started driving out of a mall parking lot. Lul and her sister, Hawa Hassan, ran after the car. Bruce backed up the car, striking Ibrahim, and then sped off. Lul Ibrahim died in the hospital four days later of massive head trauma. "This is a crime that shocks the entire community," said Hennepin County Attorney Amy Klobuchar. "Lul Ibrahim was a wife, a mother of two and a business owner. She had also worked at our Domestic Abuse Service Center serving as an advocate for victims of domestic violence. It's a terrible tragedy that her own life has now been taken by an act of random violence. We will aggressively prosecute this case."

We also remember and honor the women, men and children murdered in the Red Lake shootings on March 21, 2005.

Derrick Brun, 28

Dewayne Lewis, 15

Chase Lussier, 15

Daryl Lussier, 58

Neva Rogers, 61

Chanelle Rosebear, 15

Michelle Sigana, 32

Alicia Spike, 14

Thurlene Stillday, 15

About the Minnesota Coalition for Battered Women

The Minnesota Coalition for Battered Women was founded in 1978 to serve as a unifying voice for battered women and to link battered women's programs in the state with the common purpose of ending domestic violence. MCBW is a statewide membership organization of local, regional, and statewide programs advocating on behalf of battered women and their children.

MCBW promotes social change—individual, institutional, and cultural. We work to end oppression based on gender, race, age, sexual orientation, class, and disability. The specific work of MCBW involves changing systems and institutions so that they can respond more effectively to the needs of battered women. MCBW works to empower organizations that serve victims of domestic abuse. MCBW provides widespread networking opportunities for organizations that serve battered women and is the statewide voice on behalf on battered women and provides leadership on a regional, statewide, and national level.

MCBW's activities include resources and referrals for individuals, legislative and public policy advocacy on a statewide and federal level, sponsoring training events for programs that serve battered women, coordinating statewide task force meetings, serving as an information clearinghouse, publishing a quarterly newsletter and web site, and producing community education materials.

Mission Statement:

The mission of the Minnesota Coalition for Battered Women is to provide a voice for battered women and member programs; challenge systems and institutions so they respond more effectively to the needs of battered women and their children; promote social change; and support, educate, and connect member programs.

Vision Statement:

The vision of the Minnesota Coalition for Battered Women is to end violence against women and their children and to achieve social justice for all.

- January 8: **MaKiah Greeninger**, 3, St. Paul, beaten to death by her father
- January 23: **Tina Gerving**, 39, Erskine, shot to death by her husband in a murder-suicide
- February 15: **Cassandra Koochek**, 42, St. Paul, beaten to death by her boyfriend
- February 18: **Moonku "Marissa" Persaud**, 40, Eagan, strangled to death by her ex-boyfriend
- February 26: **Bonita Thoms**, 58, Ross Lake Township, drowned by her step-nephew
- March 15: **Jessica Rose**, 18, Duluth, strangled to death by her fiancé
- March 18: **Diane Hedalen**, 50, Burnsville, stabbed to death by her nephew
- March 26: **Mai Yia Lee**, Minneapolis, stabbed to death by her fiancé
- April 12: **Dakota Forss**, 17 months, St. Paul, beaten to death by his mother's boyfriend
- April 15: **Caleila Lee**, 5 months, Roseville, beaten to death by her father
- May 14: **Patricia McGhee**, 31, Burnsville, shot to death by her boyfriend
- May 27: **Tammy Hughes**, 30, Albert Lea, shot to death by her husband
- June 5: **Hazel Boswell**, 70, Bemidji, beaten to death by her son
- June 11: **Tiffany Bowes**, 22, St. Paul, shot to death by her ex-boyfriend in a murder-suicide
- June 23: **Sherry Thompson**, 15, Bloomington, given fatal drug overdose by her boyfriend
- June 24: **Angelina Garley**, 27, Brooklyn Park, shot to death by her boyfriend
- June 26: **Brenda Kirksey**, 50, St. Paul, beaten to death by her son and his girlfriend
- July 22: **Susan Keezer**, 47, Bagley, stabbed to death by her girlfriend
- July 31: **Ryane Pearson**, 10 months, Bemidji, beaten to death by an undisclosed perpetrator—believed to be a domestic homicide
- August 2: **Laurie Bird**, 49, Champlin, shot to death by her husband
- August 3: **Beverly Benson**, 72, Bloomington, shot to death by her husband
- August 25: **Roman Kidane**, 25, St. Louis Park, stabbed to death by her boyfriend
- October 8: **Patricia and Peter Niedere**, both 52, Hastings, shot to death by their son
- October 14: **Sheila Hollie**, 43, Minneapolis, shot to death by her boyfriend
- October 18: **Crystal Halloran Drummer**, 23, Plymouth, stabbed, beaten and strangled to death by her husband
- November 6: **Laura Demeules**, 33, Blaine, murdered while being used in prostitution
- November 24: **Marilyn Shutter**, 55, Bemidji, shot to death by her grandson
- December 10: **Marie Wielenberg**, 77, and **Joseph Wielenberg**, 82, Melrose Township, shot to death by their son in a double murder-suicide
- December 12: **Lea Klande**, 69, St. Paul, shot to death by her son
- December 18: **Linda Klyve**, Rolling Forks Township, shot to death by her ex-boyfriend in a murder-suicide
- December 30: **Maris Miles**, 68, Burnsville, decapitated by her stepson with an ax

In 2005, 33 Minnesotans lost their lives as a result of domestic violence or child abuse. Remember their names...

1.1 **Senator Betzold from the Committee on Judiciary, to which was referred**

1.2 **S.F. No. 2519:** A bill for an act relating to property; modifying mechanic's
1.3 lien provisions; modifying certain probate and trust provisions and clarifying the
1.4 administrative powers of personal representatives to sell, mortgage, or lease property
1.5 of a decedent; making clarifying, technical, and conforming changes to the Minnesota
1.6 Common Interest Ownership Act; amending Minnesota Statutes 2004, sections 514.10;
1.7 524.3-301; 524.3-715; 524.3-803; Minnesota Statutes 2005 Supplement, sections
1.8 253B.23, subdivision 2; 515B.1-102; 515B.2-101; 515B.2-110; 515B.2-112; 515B.2-121;
1.9 515B.3-115; 515B.4-101; 515B.4-102.

1.10 Reports the same back with the recommendation that the bill be amended as follows:

1.11 Page 21, line 27, strike "five" and insert "ten"

1.12 Page 21, line 32, strike "five" and insert "ten"

1.13 Page 31, after line 8, insert:

1.14 "Sec. 15. Minnesota Statutes 2005 Supplement, section 548.27, is amended to read:

1.15 **548.27 FILING AND STATUS OF FOREIGN JUDGMENTS.**

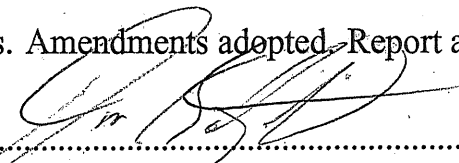
1.16 (a) A certified copy of any foreign judgment may be filed in the office of the court
1.17 administrator of any district court of this state. ~~Subject to paragraph (b),~~ The court
1.18 administrator shall treat the foreign judgment in the same manner as a judgment of
1.19 any district court or the Supreme Court of this state, ~~and.~~ The time period provided in
1.20 section 548.09 for the continuation of the lien on real property, the rate of interest accrual
1.21 provided in section 549.09, the time period provided in section 550.01 for the enforcement
1.22 of the judgment, and the requirements of sections 508.63 and 508A.63 apply to foreign
1.23 judgments filed pursuant to this section. For purposes of sections 548.09, 549.09, 550.01,
1.24 508.63, and 508A.63, the date of entry of a foreign judgment is the original date of entry
1.25 in the foreign jurisdiction. Upon the filing of a certified copy of a foreign judgment in
1.26 the office of the court administrator of district court of a county, it may not be filed in
1.27 another district court in the state. A judgment so filed has the same effect and is subject to
1.28 the same procedures, defenses and proceedings for reopening, vacating, or staying as a
1.29 judgment of a district court or the Supreme Court of this state, and may be enforced or
1.30 satisfied in like manner.

1.31 ~~(b) If the creditor wants the foreign state's life span or interest rate applied to the~~
1.32 ~~judgment, the creditor or creditor's attorney must file an affidavit attesting to the foreign~~
1.33 ~~state's life span or interest rate, and a subsequent affidavit each time the interest rate or life~~
1.34 ~~span changes. Absent such an affidavit, Minnesota's life span and interest rate shall be~~
1.35 ~~applied to the judgment."~~

1.36 Renumber the sections in sequence

Amend the title accordingly

1.38 And when so amended the bill do pass. Amendments adopted. Report adopted.

1.39 
.....
(Committee Chair)

March 14, 2006
(Date of Committee recommendation)

Senators Neuville and Betzold introduced—

S.F. No. 2519: Referred to the Committee on Judiciary.

A bill for an act

relating to property; modifying mechanic's lien provisions; modifying certain probate and trust provisions and clarifying the administrative powers of personal representatives to sell, mortgage, or lease property of a decedent; making clarifying, technical, and conforming changes to the Minnesota Common Interest Ownership Act; amending Minnesota Statutes 2004, sections 514.10; 524.3-301; 524.3-715; 524.3-803; Minnesota Statutes 2005 Supplement, sections 253B.23, subdivision 2; 515B.1-102; 515B.2-101; 515B.2-110; 515B.2-112; 515B.2-121; 515B.3-115; 515B.3-117; 515B.4-101; 515B.4-102.

BE IT ENACTED BY THE LEGISLATURE OF THE STATE OF MINNESOTA:

Section 1. Minnesota Statutes 2005 Supplement, section 253B.23, subdivision 2, is amended to read:

Subd. 2. Legal results of commitment status. (a) Except as otherwise provided in this chapter and in sections 246.15 and 246.16, no person by reason of commitment or treatment pursuant to this chapter shall be deprived of any legal right, including but not limited to the right to dispose of property, sue and be sued, execute instruments, make purchases, enter into contractual relationships, vote, and hold a driver's license. Commitment or treatment of any patient pursuant to this chapter is not a judicial determination of legal incompetency except to the extent provided in section 253B.03, subdivision 6.

(b) Proceedings for determination of legal incompetency and the appointment of a guardian for a person subject to commitment under this chapter may be commenced before, during, or after commitment proceedings have been instituted and may be conducted jointly with the commitment proceedings. The court shall notify the head of the treatment facility to which the patient is committed of a finding that the patient is incompetent.

2.1 (c) Where the person to be committed is a minor or owns property of value and it
2.2 appears to the court that the person is not competent to manage a personal estate, the court
2.3 shall appoint a general ~~or special guardian for the person or a~~ conservator of the person's
2.4 estate as provided by law.

2.5 Sec. 2. Minnesota Statutes 2004, section 514.10, is amended to read:

2.6 **514.10 FORECLOSURE OF LIENS.**

2.7 Such liens may be enforced by action in the district court of the county in which
2.8 the improved premises or some part thereof are situated, or, if claimed under section
2.9 514.04, of any county through or into which the railway or other line extends, which
2.10 action shall be begun and conducted in the same manner as actions for the foreclosure of
2.11 mortgages upon real estate, except as herein otherwise provided, but the owner or any
2.12 person or party having an interest in or lien upon the property against which a lien has
2.13 been filed under the provisions of this chapter may bring an action to remove the lien in
2.14 the nature of an action to determine adverse claims and subject to all the provisions of law
2.15 regarding actions to determine adverse claims.

2.16 When an action has been brought, either by the lien claimant to enforce the lien or by
2.17 the owner, person or party having an interest in or a lien upon the property against which a
2.18 lien claim has been filed to determine adverse claims, as provided herein, application may
2.19 be made at any time after such action has been commenced by any of the persons or parties
2.20 above mentioned to have the property affected by any such lien, released from the lien by
2.21 giving ten days' notice, or such other and shorter notice as the court may order and direct,
2.22 to the lien claimant, or the lien claimant's attorney, of intention to apply to the district
2.23 court for the release of such lien and of the time and place of hearing. Upon a hearing
2.24 upon an application the court shall fix a sum of money or an amount of a bond from a
2.25 surety listed on the United States Department of Treasury Circular 570 made payable upon
2.26 the entry of judgment as provided in this section to be deposited by the applicant with the
2.27 court administrator of the district court, which sum shall not be less than the aggregate
2.28 amount of, (1) the amount claimed in the lien statement, (2) \$18 for every \$100 or fraction
2.29 thereof, to cover interest, (3) the probable disbursements in an action to enforce the claim
2.30 for which the lien statement was filed, (4) an amount not less than double the amount of
2.31 attorneys' fees allowed upon the foreclosure under section 582.01, to cover any allowance
2.32 the court may make upon the trial for costs and attorneys' fees in the action or upon
2.33 appeal. Upon making a deposit in the amount so fixed in the order of court, an order shall
2.34 be made by the court releasing the premises described in the statement thereof from the
2.35 effect of such lien. The lien claimant shall have the same right of lien against such money

3.1 or bond deposit as against the property released. The order releasing the lien may be filed
3.2 in the office of the county recorder or registrar of titles, if registered land, of the county in
3.3 which the lien statement is recorded or filed, and thereupon the premises affected shall be
3.4 released therefrom. The court shall by the same order discharge any notice of lis pendens
3.5 filed in any action in which such lien may be asserted if it appears that all mechanics' liens
3.6 filed or recorded against the property covered by the lis pendens have been released.

3.7 After the release of the property affected, the judgment ordered in any action either
3.8 to enforce such lien or determine adverse claims and remove such lien, in the event that
3.9 the lien is established, shall provide that it be paid, and it shall be paid without further
3.10 proceedings out of the deposit made as provided herein. The judgment of the district
3.11 court establishing a lien, unless a written notice of intention to appeal therefrom is served
3.12 on the court administrator of the district court within 30 days from the entry of such
3.13 judgment, shall be authority to such court administrator to pay the amount specified in
3.14 such judgment to the persons entitled thereto, or their attorney of record in the action from
3.15 the amount of money on deposit or to allow the claimant to collect on the bond that has
3.16 been deposited. The balance of ~~deposits~~ the deposit of money or bond, if any, shall be
3.17 returned to the depositor. If the lien was not a valid and enforceable one, the judgment
3.18 shall direct the return of the whole deposit to the depositor unless the claimant obtains
3.19 judgment against such depositor personally and in such case the judgment shall be paid
3.20 as hereinbefore specified.

3.21 Sec. 3. Minnesota Statutes 2005 Supplement, section 515B.1-102, is amended to read:

3.22 **515B.1-102 APPLICABILITY.**

3.23 (a) Except as provided in this section, this chapter, and not chapters 515 and 515A,
3.24 applies to all common interest communities created within this state on and after June
3.25 1, 1994.

3.26 (b) The applicability of this chapter to common interest communities created prior to
3.27 June 1, 1994, shall be as follows:

3.28 (1) This chapter shall apply to condominiums created under chapter 515A with
3.29 respect to events and circumstances occurring on and after June 1, 1994; provided (i) that
3.30 this chapter shall not invalidate the declarations, bylaws or condominium plats of those
3.31 condominiums, and (ii) that chapter 515A, and not this chapter, shall govern all rights and
3.32 obligations of a declarant of a condominium created under chapter 515A, and the rights
3.33 and claims of unit owners against that declarant.

3.34 (2) The following sections in this chapter apply to condominiums created under
3.35 chapter 515: 515B.1-104 (Variation by Agreement); 515B.1-105 (Separate Titles and

4.1 Taxation); 515B.1-106 (Applicability of Local Ordinances, Regulations, and Building
4.2 Codes); 515B.1-107 (Eminent Domain); 515B.1-108 (Supplemental General Principles
4.3 of Law Applicable); 515B.1-109 (Construction Against Implicit Repeal); 515B.1-112
4.4 (Unconscionable Agreement or Term of Contract); 515B.1-113 (Obligation of Good
4.5 Faith); 515B.1-114 (Remedies to be Liberally Administered); 515B.1-115 (Notice);
4.6 515B.1-116 (Recording); 515B.2-103 (Construction and Validity of Declaration and
4.7 Bylaws); 515B.2-104 (Description of Units); 515B.2-108(d) (Allocation of Interests);
4.8 515B.2-109(c) (Common Elements and Limited Common Elements); 515B.2-112
4.9 (Subdivision or Conversion of Units); 515B.2-113 (Alteration of Units); 515B.2-114
4.10 (Relocation of Boundaries Between Adjoining Units); 515B.2-115 (Minor Variations
4.11 in Boundaries); 515B.2-118 (Amendment of Declaration); 515B.2-119 (Termination
4.12 of Common Interest Community); 515B.3-102 (Powers of Unit Owners' Association);
4.13 515B.3-103(a), (b), and (g) (Board; Directors and Officers; Period of Declarant Control);
4.14 515B.3-107 (Upkeep of Common Interest Community); 515B.3-108 (Meetings);
4.15 515B.3-109 (Quorums); 515B.3-110 (Voting; Proxies); 515B.3-111 (Tort and Contract
4.16 Liability); 515B.3-112 (Conveyance or Encumbrance of Common Elements); 515B.3-113
4.17 (Insurance); 515B.3-114 (Reserves; Surplus Funds); 515B.3-115(c), (e), (f), (g), (h), and
4.18 (i) (Assessments for Common Expenses); 515B.3-116 (Lien for Assessments); 515B.3-117
4.19 (Other Liens); 515B.3-118 (Association Records); 515B.3-119 (Association as Trustee);
4.20 515B.3-121 (Accounting Controls); 515B.4-107 (Resale of Units); 515B.4-108
4.21 (Purchaser's Right to Cancel Resale); and 515B.4-116 (Rights of Action; Attorney's Fees).
4.22 Section 515B.1-103 (Definitions) shall apply to the extent necessary in construing any of
4.23 the sections referenced in this section. Sections 515B.1-105, 515B.1-106, 515B.1-107,
4.24 515B.1-116, 515B.2-103, 515B.2-104, 515B.2-118, 515B.3-102, 515B.3-110,
4.25 515B.3-111, 515B.3-113, 515B.3-116, 515B.3-117, 515B.3-118, 515B.3-121, 515B.4-107,
4.26 515B.4-108, and 515B.4-116 apply only with respect to events and circumstances
4.27 occurring on and after June 1, 1994. All other sections referenced in this section apply
4.28 only with respect to events and circumstances occurring after July 31, 1999. A section
4.29 referenced in this section does not invalidate the declarations, bylaws or condominium
4.30 plats of condominiums created before August 1, 1999. But all sections referenced in this
4.31 section prevail over the declarations, bylaws, CIC plats, rules and regulations under them,
4.32 of condominiums created before August 1, 1999, except to the extent that this chapter
4.33 defers to the declarations, bylaws, CIC plats, or rules and regulations issued under them.

4.34 (3) This chapter shall not apply to cooperatives and planned communities created
4.35 prior to June 1, 1994; except by election pursuant to subsection (d), and except that
4.36 sections 515B.1-116, subsections (a), (c), (d), (e), (f), and (h), 515B.4-107, and

5.1 515B.4-108, apply to all planned communities and cooperatives regardless of when they
5.2 are created, unless they are exempt under subsection (e).

5.3 (c) This chapter shall not invalidate any amendment to the declaration, bylaws
5.4 or condominium plat of any condominium created under chapter 515 or 515A if the
5.5 amendment was recorded before June 1, 1994. Any amendment recorded on or after June
5.6 1, 1994, shall be adopted in conformity with the procedures and requirements specified by
5.7 those instruments and by this chapter. If the amendment grants to any person any rights,
5.8 powers or privileges permitted by this chapter, all correlative obligations, liabilities and
5.9 restrictions contained in this chapter shall also apply to that person.

5.10 (d) Any condominium created under chapter 515, any planned community or
5.11 cooperative which would be exempt from this chapter under subsection (e), or any planned
5.12 community or cooperative created prior to June 1, 1994, may elect to be subject to this
5.13 chapter, as follows:

5.14 (1) The election shall be accomplished by recording a declaration or amended
5.15 declaration, and a new or amended CIC plat where required, and by approving bylaws or
5.16 amended bylaws, which conform to the requirements of this chapter, and which, in the
5.17 case of amendments, are adopted in conformity with the procedures and requirements
5.18 specified by the existing declaration and bylaws of the common interest community,
5.19 and by any applicable statutes.

5.20 (2) In a condominium, the preexisting condominium plat shall be the CIC plat and
5.21 an amended CIC plat shall be required only if the amended declaration or bylaws contain
5.22 provisions inconsistent with the preexisting condominium plat. The condominium's CIC
5.23 number shall be the apartment ownership number or condominium number originally
5.24 assigned to it by the recording officer. In a cooperative in which the unit owners' interests
5.25 are characterized as real estate, a CIC plat shall be required. In a planned community, the
5.26 preexisting plat recorded pursuant to chapter 505, 508, or 508A, or the part of the plat
5.27 upon which the common interest community is located, shall be the CIC plat.

5.28 (3) The amendment shall comply with section 515B.2-118(a)(3).

5.29 (4) Except as permitted by paragraph (3), no declarant, affiliate of declarant,
5.30 association, master association nor unit owner may acquire, increase, waive, reduce or
5.31 revoke any previously existing warranty rights or causes of action that one of said persons
5.32 has against any other of said persons by reason of exercising the right of election under
5.33 this subsection.

5.34 (5) A common interest community which elects to be subject to this chapter may, as
5.35 a part of the election process, change its form of ownership by complying with section
5.36 515B.2-123.

6.1 (e) Except as otherwise provided in this subsection, this chapter shall not apply,
6.2 except by election pursuant to subsection (d), to the following:

6.3 (1) a planned community which consists of two units, which utilizes a common
6.4 interest community plat complying with section 515B.2-110(d)(1) and (2), which is not
6.5 subject to any rights to subdivide or convert units or to add additional real estate, and
6.6 which is not subject to a master association;

6.7 (2) a common interest community where the units consist solely of separate parcels
6.8 of real estate designed or utilized for detached single family dwellings or agricultural
6.9 purposes, and where the association or a master association has no obligation to maintain
6.10 any building containing a dwelling or any agricultural building;

6.11 (3) a cooperative where, at the time of creation of the cooperative, the unit owners'
6.12 interests in the dwellings as described in the declaration consist solely of proprietary
6.13 leases having an unexpired term of fewer than 20 years, including renewal options;

6.14 (4) planned communities utilizing a common interest community plat complying
6.15 with section 515B.2-110(d)(1) and (2) and cooperatives, which are limited by the
6.16 declaration to nonresidential use; or

6.17 (5) real estate subject only to an instrument or instruments filed primarily for the
6.18 purpose of creating or modifying rights with respect to access, utilities, parking, ditches,
6.19 drainage, or irrigation.

6.20 (f) Section 515B.4-101(e) applies to any platted lot or other parcel of real estate that
6.21 is subject to a master declaration and is not subject to or is exempt from this chapter.

6.22 ~~(f)~~ (g) Section 515B.1-106 shall apply to all common interest communities.

6.23 Sec. 4. Minnesota Statutes 2005 Supplement, section 515B.2-101, is amended to read:

6.24 **515B.2-101 CREATION OF COMMON INTEREST COMMUNITIES.**

6.25 (a) On and after June 1, 1994, a common interest community may be created only
6.26 as follows:

6.27 (1) A condominium may be created only by recording a declaration.

6.28 (2) A cooperative may be created only by recording a declaration and by recording a
6.29 conveyance of the real estate subject to that declaration to the association.

6.30 (3) A planned community which includes common elements may be created only
6.31 by simultaneously recording a declaration and a conveyance of the common elements
6.32 subject to that declaration to the association.

6.33 (4) A planned community without common elements may be created only by
6.34 recording a declaration.

7.1 (b) Except as otherwise expressly provided in this chapter, the declaration shall
 7.2 be executed by all persons whose interests in the real estate will be conveyed to unit
 7.3 owners or to the association, except vendors under contracts for deed, and by every lessor
 7.4 of a lease the expiration or termination of which will terminate the common interest
 7.5 community. The declaration shall be recorded in every county in which any portion of
 7.6 the common interest community is located. Failure of any party not required to execute a
 7.7 declaration, but having a recorded interest in the common interest community, to join in
 7.8 the declaration shall have no effect on the validity of the common interest community;
 7.9 provided that the party is not bound by the declaration until that party acknowledges the
 7.10 existence of the common interest community in a recorded instrument.

7.11 (c) In a condominium, a planned community utilizing a CIC plat complying with
 7.12 section 515B.2-110(c), or a cooperative, where the unit boundaries are delineated by
 7.13 a structure, a declaration, or an amendment to a declaration adding units, shall not be
 7.14 recorded unless the structural components of the structures containing the units and
 7.15 the mechanical systems serving more than one unit, but not the units, are substantially
 7.16 completed, as evidenced by a recorded certificate executed by a registered engineer or
 7.17 architect.

7.18 (d) A project which (i) meets the definition of a "common interest community" in
 7.19 section 515B.1-103(10), (ii) is created after May 31, 1994, and (iii) is not exempt under
 7.20 section 515B.1-102(e), is subject to this chapter even if this or other sections of the chapter
 7.21 have not been complied with, and the declarant and all unit owners are bound by all
 7.22 requirements and obligations of this chapter.

7.23 (e) The association shall be incorporated pursuant to section 515B.3-101 and the
 7.24 CIC plat shall be recorded as and if required by section 515B.2-110.

7.25 Sec. 5. Minnesota Statutes 2005 Supplement, section 515B.2-110, is amended to read:

7.26 **515B.2-110 COMMON INTEREST COMMUNITY PLAT (CIC PLAT).**

7.27 (a) A CIC plat is required for condominiums and planned communities, and
 7.28 cooperatives in which the unit owners' interests are characterized as real estate. The CIC
 7.29 plat is a part of the declaration in condominiums, in planned communities utilizing a CIC
 7.30 plat complying with subsection (c), and in cooperatives in which the unit owners' interests
 7.31 are characterized as real estate, but need not be physically attached to the declaration.

7.32 (1) In a condominium, or a cooperative in which the unit owners' interests are
 7.33 characterized as real estate, the CIC plat shall comply with subsection (c).

7.34 (2) In a planned community, a CIC plat which does not comply with subsection (c)
 7.35 shall consist of all or part of a subdivision plat or ~~plats complying with subsections (d)(1)~~

8.1 ~~and (d)(2)~~ registered land survey complying with subsection (d), or any combination
8.2 thereof. The CIC plat or registered land survey need not contain the number of the
8.3 common interest community and may be recorded at any time before the recording of the
8.4 declaration; provided, that if the CIC plat complies with subsection (c), the number of
8.5 the common interest community shall be included and the CIC plat shall be recorded at
8.6 the time of recording of the declaration.

8.7 (3) In a cooperative in which the unit owners' interests are characterized as personal
8.8 property, a CIC plat shall not be required. In lieu of a CIC plat, the declaration or
8.9 any amendment to it creating, converting, or subdividing units in a personal property
8.10 cooperative shall include an exhibit containing a scale drawing of each building,
8.11 identifying the building, and showing the perimeter walls of each unit created or changed
8.12 by the declaration or any amendment to it, including the unit's unit identifier, and its
8.13 location within the building if the building contains more than one unit.

8.14 (b) The CIC plat, or supplemental or amended CIC plat, for condominiums, for
8.15 planned communities using a plat complying with subsection (c), and for cooperatives in
8.16 which the unit owners' interests are characterized as real estate, shall contain certifications
8.17 by a licensed professional land surveyor and licensed professional architect, as to the parts
8.18 of the CIC plat prepared by each, that (i) the CIC plat accurately depicts all information
8.19 required by this section, and (ii) the work was undertaken by, or reviewed and approved
8.20 by, the certifying land surveyor or architect. The portions of the CIC plat depicting the
8.21 dimensions of the portions of the common interest community described in subsections
8.22 (c)(8), (9), (10), and (12), may be prepared by either a land surveyor or an architect. The
8.23 other portions of the CIC plat shall be prepared only by a land surveyor. A certification of
8.24 the CIC plat or supplemental CIC plat, or an amendment to it, under this subsection by an
8.25 architect is not required if all parts of the CIC plat, supplemental CIC plat, or amendment
8.26 are prepared by a land surveyor. Certification by the land surveyor or architect does not
8.27 constitute a guaranty or warranty of the nature, suitability, or quality of construction of
8.28 any improvements located or to be located in the common interest community.

8.29 (c) A CIC plat for a condominium, or a cooperative in which the unit owners'
8.30 interests are characterized as real estate, shall show:

8.31 (1) the number of the common interest community, and the boundaries, dimensions
8.32 and a legally sufficient description of the land included therein;

8.33 (2) the dimensions and location of all existing, material structural improvements
8.34 and roadways;

9.1 (3) the intended location and dimensions of any contemplated common element
9.2 improvements to be constructed within the common interest community after the filing of
9.3 the CIC plat, labeled either "MUST BE BUILT" or "NEED NOT BE BUILT";

9.4 (4) the location and dimensions of any additional real estate, labeled as such, and a
9.5 legally sufficient description of the additional real estate;

9.6 (5) the extent of any encroachments by or upon any portion of the common interest
9.7 community;

9.8 (6) the location and dimensions of all recorded easements within the land included
9.9 in the common interest community burdening any portion of the land;

9.10 (7) the distance and direction between noncontiguous parcels of real estate;

9.11 (8) the location and dimensions of limited common elements, except that with
9.12 respect to limited common elements described in section 515B.2-102, subsections (d) and
9.13 (f), only such material limited common elements as porches, balconies, decks, patios, and
9.14 garages shall be shown;

9.15 (9) the location and dimensions of the front, rear, and side boundaries of each unit
9.16 and that unit's unit identifier;

9.17 (10) the location and dimensions of the upper and lower boundaries of each unit
9.18 with reference to an established or assumed datum and that unit's unit identifier;

9.19 (11) a legally sufficient description of any real estate in which the unit owners will
9.20 own only an estate for years, labeled as "leasehold real estate";

9.21 (12) any units which may be converted by the declarant to create additional units or
9.22 common elements identified separately.

9.23 (d) A CIC plat for a planned community either shall comply with subsection (c),
9.24 or it shall:

9.25 (1) comply with chapter 505, 508, or 508A, as applicable; and

9.26 (2) comply with the ~~platting~~ applicable subdivision requirements of any
9.27 governmental authority within whose jurisdiction the planned community is located,
9.28 subject to the limitations set forth in section 515B.1-106.

9.29 (e) If a declarant adds additional real estate, the declarant shall record a supplemental
9.30 CIC plat or plats for the real estate being added, conforming to the requirements of this
9.31 section which apply to the type of common interest community in question. If less than
9.32 all additional real estate is being added, the supplemental CIC plat for a condominium,
9.33 a planned community whose CIC plat complies with subsection (c), or a cooperative
9.34 in which the unit owners' interests are characterized as real estate, shall also show the
9.35 location and dimensions of the remaining portion.

10.1 (f) If, pursuant to section 515B.2-112, a declarant subdivides or converts any unit
 10.2 into two or more units, common elements or limited common elements, or combines
 10.3 two or more units, the declarant shall record an amendment to the CIC plat showing
 10.4 the location and dimensions of any new units, common elements or limited common
 10.5 elements thus created.

10.6 (g) A CIC plat which complies with subsection (c) is not subject to chapter 505.

10.7 Sec. 6. Minnesota Statutes 2005 Supplement, section 515B.2-112, is amended to read:

10.8 **515B.2-112 SUBDIVISION, COMBINATION, OR CONVERSION OF UNITS.**

10.9 (a) If the declaration so provides, (i) one or more units may be subdivided into two
 10.10 or more units or combined into a lesser number of units, or (ii) a unit or units owned
 10.11 exclusively by a declarant may be subdivided, combined, or converted into one or more
 10.12 units, limited common elements, common elements, or a combination of units, limited
 10.13 common elements or common elements.

10.14 (b) If the unit or units are not owned exclusively by a declarant, the unit owners of
 10.15 the units to be combined or subdivided shall cause to be prepared and submitted to the
 10.16 association for approval an application for an amendment to the declaration and amended
 10.17 CIC plat, for the purpose of subdividing or combining the unit or units. The application
 10.18 shall contain, at a minimum, a general description of the proposed subdivision or
 10.19 combination, and shall specify in detail the matters required by subsection (c)(2) and (3).
 10.20 The basis for disapproval of the application by the association shall be limited to (i) health
 10.21 or safety considerations, (ii) liability considerations for the association and other unit
 10.22 owners, (iii) aesthetic changes to the common elements or another unit, (iv) any material
 10.23 and adverse impact on the common elements or another unit, or (v) a failure to comply
 10.24 with the declaration, this chapter, or governmental laws, ordinances, or regulations. The
 10.25 association shall give written notice of its decision and required changes to the unit owner
 10.26 or owners who made the application. The association shall establish fair and reasonable
 10.27 procedures and time frames for the submission and prompt processing of the applications.
 10.28 If an application under this subsection is approved, the unit owner shall cause an
 10.29 amendment and amended CIC plat to be prepared based upon the approved application.

10.30 ~~(c) If an application under subsection (b) is approved, the unit owner shall cause an~~
 10.31 ~~amendment and amended CIC plat to be prepared based upon the approved application.~~
 10.32 ~~The amendment shall:~~ An amendment under this section shall:

10.33 (1) be executed by the association and by each unit owner and any secured party
 10.34 with respect to each unit to be combined or subdivided, if approved under subsection (b);

11.1 (2) assign a unit identifier to each unit resulting from the subdivision, conversion, or
 11.2 combination;

11.3 (3) reallocate the common element interest, votes in the association, and common
 11.4 expense liability, as applicable, formerly allocated to the unit or units to be combined,
 11.5 converted, or subdivided among the unit or units resulting from the subdivision or
 11.6 combination, or among all units in the case of a conversion, as applicable, on the basis of
 11.7 the formula described in the declaration; and

11.8 (4) conform to the requirements of the declaration and this chapter.

11.9 (d) If the association determines that the amendment and amended CIC plat conform
 11.10 to the approved application, the declaration, and this chapter, the association shall execute
 11.11 the amendment and cause the amendment and the amended CIC plat to be recorded. The
 11.12 association may require the unit owners executing the amendment to pay all fees and costs
 11.13 for reviewing, preparing, and recording the amendment and the amended CIC plat, and
 11.14 any other fees or costs incurred by the association in connection therewith.

11.15 (e) If the unit or units are owned exclusively by a declarant, the declarant shall
 11.16 have the authority to unilaterally prepare and record, at its expense, an amendment
 11.17 and an amended CIC plat subdividing, combining, or converting the unit or units. The
 11.18 amendment shall comply with subsections (c)~~(1)~~, (2), (3), and (4), and shall be limited
 11.19 to those provisions necessary to accomplish the subdivision, combination, or conversion
 11.20 unless the consent of unit owners required to amend the declaration is obtained.

11.21 (f) The amended CIC plat shall show the resulting common elements, limited
 11.22 common elements or units, as subdivided, combined, or converted.

11.23 (g) A secured party's interest and remedies shall be deemed to apply to the unit or
 11.24 units that result from the subdivision or combination of the unit or units in which the
 11.25 secured party held a security interest. If the secured party enforces any remedy, including
 11.26 foreclosure of its lien, against any of the resulting units, all instruments and notices
 11.27 relating to the foreclosure shall describe the subject property in terms of the amendment
 11.28 and the amended CIC plat which created the resulting units.

11.29 Sec. 7. Minnesota Statutes 2005 Supplement, section 515B.2-121, is amended to read:

11.30 **515B.2-121 MASTER ASSOCIATIONS.**

11.31 (a) A master association formed after June 1, 1994, shall be organized as a Minnesota
 11.32 profit, nonprofit or cooperative corporation. A master association shall be incorporated
 11.33 prior to the delegation to it of any powers under this chapter.

11.34 (b) The members of the master association shall be any combination of (i) unit
 11.35 owners of one or more common interest communities, (ii) one or more associations,

12.1 (iii) one or more master associations, or (iv) owners of real estate or property owner's
12.2 associations not subject to this chapter in combination with any other category of member.
12.3 An association or its members may be members of an entity created before June 1, 1994,
12.4 which performs functions similar to those performed by a master association regardless of
12.5 whether the entity is subject to this chapter.

12.6 (c) A master association shall be governed by a board of directors. Except as
12.7 expressly prohibited by the master declaration, the master association's articles of
12.8 incorporation or bylaws, or other provisions of this chapter, the master association board
12.9 may act in all instances on behalf of the master association. The directors of a master
12.10 association shall be elected or, if a nonprofit corporation, elected or appointed, in a manner
12.11 consistent with the requirements of the statute under which the master association is
12.12 formed and of the master association's articles of incorporation and bylaws, and subject to
12.13 the following requirements:

12.14 (1) Except as set forth in subsections (2) and (3), the members of the master
12.15 association shall elect the board of directors. A majority of the directors shall be members
12.16 of the master association or members of a member of the master association, and shall be
12.17 persons other than a declarant or affiliate of a declarant. If the member is not a natural
12.18 person, it may designate a natural person to act on its behalf.

12.19 (2) The articles of incorporation or bylaws of the master association may authorize
12.20 any person, whether or not the person is a member of, or otherwise subject to, the master
12.21 association, including a declarant, to appoint or elect one director.

12.22 (3) A master association's articles of incorporation may suspend the members' right
12.23 to elect or, in the case of a nonprofit corporation, elect or appoint, the master association's
12.24 board of directors for a specified time period. During this period, the person or persons
12.25 who execute the master declaration under subsection (f)(1), or their successors or assigns,
12.26 may appoint the directors. The period during which the person or persons may appoint
12.27 the directors begins when the master declaration is recorded and terminates upon the
12.28 earliest of:

12.29 (i) the voluntary surrender of the right to appoint directors;

12.30 (ii) the date ten years after the date the master declaration is recorded;

12.31 (iii) the date, if any, in the articles of incorporation; or

12.32 (iv) the date when at least 75 percent of the units and other parcels of real estate
12.33 which are referred to in subsection (f)(1)(vii) have been conveyed to such persons for
12.34 occupancy by the persons or their tenants.

12.35 (4) The term of any director appointed under subsection (3) expires 60 days after
12.36 the right to appoint directors terminates. The master association's board of directors shall

13.1 call an annual or special meeting of the master association's members to elect or appoint
13.2 successor directors within the 60-day period.

13.3 (5) The system for the election of directors shall be fair and equitable and shall
13.4 take into account the number of members of each association any of whose powers are
13.5 delegated to the master association, the needs of the members of the master association,
13.6 the allocation of liability for master association common expenses, and the types of
13.7 common interest communities and other real estate subject to the master association.

13.8 (d) The articles of incorporation or bylaws of the master association may authorize
13.9 special classes of directors and allocations of director voting rights, as follows: (i) classes
13.10 of directors that are elected by different classes of members, to address operational,
13.11 physical, or administrative differences within the master association, or (ii) class voting
13.12 by the classes of directors on specific issues affecting only a certain class or classes of
13.13 members, units or other parcels of real estate, or to otherwise protect the legitimate
13.14 interests of such class or classes. No person may utilize such special classes or allocations
13.15 for the purpose of evading any limitation imposed on declarants by this chapter.

13.16 (e) The officers of a master association shall be elected, appointed, or designated in
13.17 a manner consistent with the statute under which the master association is formed and
13.18 consistent with the master association articles of incorporation and bylaws.

13.19 (f) The creation and authority of a master association shall be governed by the
13.20 following requirements:

13.21 (1) A master declaration shall be recorded in connection with the creation of a master
13.22 association. The master declaration shall be executed by the owners of the real estate
13.23 subjected to the master declaration. The master declaration shall contain, at a minimum:

13.24 (i) the name of the master association;

13.25 (ii) a legally sufficient description of the real estate which is subject to the master
13.26 declaration and a legally sufficient description of any other real estate which may be
13.27 subjected to the master declaration pursuant to subsection (g);

13.28 (iii) a statement as to whether the real estate subject to, and which may be subjected
13.29 to, the master declaration collectively is or collectively will be a separate common interest
13.30 community;

13.31 (iv) a description of the members of the master association;

13.32 (v) a description of the master association's powers. To the extent described in
13.33 the master declaration, a master association has the powers with respect to the master
13.34 association's members and the property subject to the master declaration that section

13.35 515B.3-102 grants to an association with respect to the association's members and the

13.36 property subject to the declaration. A master association also has the powers delegated to

14.1 it by an association pursuant to subsection (f)(2) or by a property owner's association not
14.2 subject to the chapter; provided (i) that the master declaration identifies the powers and
14.3 authorizes the delegation either expressly or by a grant of authority to the board of the
14.4 association or property owner's association and (ii) that the master association board has
14.5 not refused the delegation pursuant to subsection (f)(4). The provisions of the declarations
14.6 of the common interest communities, or the provisions of recorded instruments governing
14.7 other property subject to the master declaration, that delegate powers to the master
14.8 association shall be consistent with the provisions of the master declaration that govern
14.9 the delegation of the powers;

14.10 (vi) a description of the formulas governing the allocation of assessments and
14.11 member voting rights, including any special classes or allocations referred to in subsection
14.12 (d);

14.13 (vii) a statement of the total number of units and other parcels of real estate intended
14.14 for ~~residential use by a person or the person's tenants~~ private ownership and use that are
14.15 (i) subject to the master declaration as initially recorded and (ii) intended to be created by
14.16 the addition of real estate or by the subdivision of units or other parcels of real estate; and

14.17 (viii) the requirements for amendment of the master declaration, other than an
14.18 amendment under subsection (g).

14.19 (2) The declaration of a common interest community located on property subject to
14.20 a master declaration may:

14.21 (i) delegate any of the powers described in section 515B.3-102 to the
14.22 master association; provided, that a delegation of the powers described in section
14.23 515B.3-102(a)(2) is effective only if expressly stated in the declaration; and

14.24 (ii) authorize the board to delegate any of the powers described in section
14.25 515B.3-102, except for the powers described in section 515B.3-102(a)(2), to the master
14.26 association.

14.27 (3) With respect to any other property subject to a master association, there need
14.28 not be an instrument other than the master declaration recorded against the property to
14.29 empower the master association to exercise powers with respect to the property.

14.30 (4) If a declaration or other recorded instrument authorizes the board or the board
14.31 of a property owner's association to delegate powers to a master association, the master
14.32 association board may refuse any delegation of powers that does not comply with (i)
14.33 this chapter, (ii) the declaration or other recorded instrument, or (iii) the organizational
14.34 documents of the master association.

14.35 (5) The failure of a declaration, a board or an owner of property subject to a master
14.36 association to properly delegate some or all of the powers to the master association does

15.1 not affect the authority of the master association to exercise those and other powers with
15.2 respect to other common interest communities or owners of properties that are subject
15.3 to the master association.

15.4 (g) The master declaration may authorize other real estate to be subjected to the
15.5 master declaration. The other real estate shall be subjected to the master declaration by an
15.6 amendment executed by the owner of the other real estate and any other person or persons
15.7 required by the master declaration, and recorded.

15.8 (h) Sections 515B.3-103(a), (b), and (g), 515B.3-108, 515B.3-109, 515B.3-110, and
15.9 515B.3-112 shall apply in the conduct of the affairs of a master association. But the rights
15.10 of voting, notice, and other rights enumerated in those sections apply to persons who elect
15.11 or appoint the board of a master association, whether or not those persons are otherwise
15.12 unit owners within the meaning of this chapter.

15.13 (i) If so provided in the master declaration, a master association may levy
15.14 assessments for common expenses of the master association against the property subject
15.15 to the master declaration, and have and foreclose liens securing the assessments. The
15.16 liens shall have the same priority against secured parties, shall include the same fees and
15.17 charges, and may be foreclosed in the same manner, as assessment liens under section
15.18 515B.3-116. The master association's lien shall have priority as against the lien of an
15.19 association or property owner's association subject to the master association, regardless
15.20 of when the lien arose or was perfected.

15.21 (1) Master association common expenses shall be allocated among the members of
15.22 the master association in a fair and equitable manner. If the members include associations
15.23 or property owner's associations, then the master assessments may be allocated among
15.24 and levied against the associations or property owner's associations, or allocated among
15.25 and levied against the units or other parcels of real estate owned by the members of the
15.26 association or property owner's association. If so provided in the master declaration,
15.27 master assessments levied against a member association or property owner's association
15.28 are allocated among and levied against the units or other parcels of real estate owned
15.29 by the members of the association or property owner's association. If applicable and
15.30 appropriate, the formulas and principles described in section 515B.2-108, subsections (b),
15.31 (c), (d), and (e), shall be used in making the allocations. The assessment formulas and
15.32 procedures described in the declarations of any common interest communities or any
15.33 instruments governing other real estate subject to the master association shall not conflict
4 with the formulas and procedures described in the master declaration.

15.35 (2) The master declaration may exempt from liability for all or a portion of master
15.36 association assessments any person authorized by subsection (c)(3) to appoint the

16.1 members of the master association board, or any other person, and exempt any unit or
16.2 other parcel of real estate owned by the person from a lien for such assessments, until a
16.3 building constituting or located within the unit or other parcel of real estate is substantially
16.4 completed. Substantial completion shall be evidenced by a certificate of occupancy in
16.5 a jurisdiction that issues that certificate.

16.6 (j) A master association shall not be used, directly or indirectly, to avoid or nullify
16.7 any warranties or other obligations for which a declarant of a common interest community
16.8 subject to the master association is responsible, or to otherwise avoid the requirements
16.9 of this chapter.

16.10 Sec. 8. Minnesota Statutes 2005 Supplement, section 515B.3-115, is amended to read:

16.11 **515B.3-115 ASSESSMENTS FOR COMMON EXPENSES.**

16.12 (a) The obligation of a unit owner to pay common expense assessments shall be
16.13 as follows:

16.14 (1) If a common expense assessment has not been levied, the declarant shall pay all
16.15 operating expenses of the common interest community, and shall fund the replacement
16.16 reserve component of the common expenses as required by subsection (b).

16.17 (2) If a common expense assessment has been levied, all unit owners including the
16.18 declarant shall pay the assessments allocated to their units, subject to the following:

16.19 (i) If the declaration so provides, a declarant's liability, and the assessment lien, for
16.20 the common expense assessments, exclusive of replacement reserves, on any unit owned
16.21 by the declarant may be limited to 25 percent or more of any assessment, exclusive of
16.22 replacement reserves, until the unit or any building located in the unit is substantially
16.23 completed. Substantial completion shall be evidenced by a certificate of occupancy in
16.24 any jurisdiction that issues the certificate.

16.25 (ii) If the declaration provides for a reduced assessment pursuant to paragraph (2)(i),
16.26 the declarant shall be obligated, within 60 days following the termination of the period
16.27 of ~~the~~ declarant control, to make up any operating deficit incurred by the association
16.28 during the period of declarant control. The existence and amount, if any, of the operating
16.29 deficit shall be determined using the accrual basis of accounting applied as of the date of
16.30 termination of the period of declarant control, regardless of the accounting methodology
16.31 previously used by the association to maintain its accounts.

16.32 (b) The replacement reserve component of the common expenses shall be funded
16.33 for each unit in accordance with the projected annual budget required by section
16.34 515B.4-102(23); provided, that the funding of replacement reserves with respect to a unit
16.35 shall commence no later than the date that the unit or any building located within the unit

17.1 boundaries is substantially completed. Substantial completion shall be evidenced by a
17.2 certificate of occupancy in any jurisdiction that issues the certificate.

17.3 (c) After an assessment has been levied by the association, assessments shall be
17.4 levied at least annually, based upon a budget approved at least annually by the association.

17.5 (d) Except as modified by subsections (a)(1) and (2), (e), (f), and (g), all common
17.6 expenses shall be assessed against all the units in accordance with the allocations
17.7 established by the declaration pursuant to section 515B.2-108.

17.8 (e) Unless otherwise required by the declaration:

17.9 (1) any common expense associated with the maintenance, repair, or replacement
17.10 of a limited common element shall be assessed against the units to which that limited
17.11 common element is assigned, equally, or in any other proportion the declaration provides;

17.12 (2) any common expense or portion thereof benefiting fewer than all of the units
17.13 may be assessed exclusively against the units benefited, equally, or in any other proportion
17.14 the declaration provides;

17.15 (3) the costs of insurance may be assessed in proportion to risk or coverage, and the
17.16 costs of utilities may be assessed in proportion to usage;

17.17 (4) reasonable attorneys fees and costs incurred by the association in connection
17.18 with (i) the collection of assessments and, (ii) the enforcement of this chapter, the articles,
17.19 bylaws, declaration, or rules and regulations, against a unit owner, may be assessed
17.20 against the unit owner's unit; and

17.21 (5) fees, charges, late charges, fines and interest may be assessed as provided
17.22 in section 515B.3-116(a).

17.23 (f) Assessments levied under section 515B.3-116 to pay a judgment against the
17.24 association may be levied only against the units in the common interest community at the
17.25 time the judgment was entered, in proportion to their common expense liabilities.

17.26 (g) If any damage to the common elements or another unit is caused by the act or
17.27 omission of any unit owner, or occupant of a unit, or their invitees, the association may
17.28 assess the costs of repairing the damage exclusively against the unit owner's unit to the
17.29 extent not covered by insurance.

17.30 (h) Subject to any shorter period specified by the declaration or bylaws, if any
17.31 installment of an assessment becomes more than 60 days past due, then the association
17.32 may, upon ten days' written notice to the unit owner, declare the entire amount of the
17.33 assessment immediately due and payable in full.

17.35 (i) If common expense liabilities are reallocated for any purpose authorized by this
17.36 chapter, common expense assessments and any installment thereof not yet due shall be
recalculated in accordance with the reallocated common expense liabilities.

18.1 (j) An assessment against fewer than all of the units must be levied within three years
18.2 after the event or circumstances forming the basis for the assessment, or shall be barred.

18.3 Sec. 9. Minnesota Statutes 2005 Supplement, section 515B.3-117, is amended to read:

18.4 **515B.3-117 OTHER LIENS.**

18.5 (a) Except in a cooperative and except as otherwise provided in this chapter or in
18.6 a security instrument, an individual unit owner may have the unit owner's unit released
18.7 from a lien if the unit owner pays the lienholder the portion of the amount which the
18.8 lien secures that is attributable to the unit. Upon the receipt of payment, the lienholder
18.9 shall promptly deliver to the unit owner a recordable partial satisfaction and release of
18.10 lien releasing the unit from the lien. The release shall be deemed to include a release of
18.11 any rights in the common elements appurtenant to the unit. The portion of the amount
18.12 which a lien secures that is attributable to the unit shall be equal to the total amount which
18.13 the lien secures multiplied by a percentage calculated by dividing the common expense
18.14 liability attributable to the unit by the common expense liability attributable to all units
18.15 against which the lien has been recorded, or in the case of a lien under subsection (b), the
18.16 units against which the lien is permitted or required to be recorded. At the request of a
18.17 lien claimant or unit owners, the association shall provide a written statement of the
18.18 percentage of common expense liability attributable to all units. After a unit owner's
18.19 payment pursuant to this section, the association may not assess the unit for any common
18.20 expense incurred thereafter in connection with the satisfaction or defense against the lien.

18.21 (b) Labor performed or materials furnished for the improvement of a unit shall be
18.22 the basis for the recording of a lien against that unit pursuant to the provisions of chapter
18.23 514 but shall not be the basis for the recording of a lien against the common elements.
18.24 Labor performed or materials furnished for the improvement of common elements, for
18.25 which a lien may be recorded under chapter 514, if duly authorized by the association,
18.26 shall be deemed to be performed or furnished with the express consent of each unit owner,
18.27 and shall be perfected by recording a lien against all the units in the common interest
18.28 community, but shall not be the basis for the recording of a lien against the common
18.29 elements except in the case of a condominium on registered land, in which case a lien
18.30 must be filed pursuant to section 508.351, subdivision ~~3~~5, or 508A.351, subdivision ~~3~~5.
18.31 Where a lien is recorded against the units for labor performed or material furnished for the
18.32 improvement of common elements, the association shall be deemed to be the authorized
18.33 agent of the unit owners for purposes of receiving the notices required under sections
18.34 514.011 and 514.08, subdivision 1, clause (2).

19.1 (c) A security interest in a cooperative whose unit owners' interests in the units
19.2 are personal property shall be perfected by recording a financing statement in the UCC
19.3 filing section of the central filing system operated by the Office of the Secretary of
19.4 State. In any disposition by a secured party pursuant to section 336.9-610 or retention
19.5 pursuant to sections 336.9-620 to 336.9-622, the rights of the parties shall be the same
19.6 as those provided by law, subject to the exceptions and requirements set forth in section
19.7 515B.3-116(h)(3), and except that the unit owner has the right to reinstate the debt owing
19.8 to the secured party by paying to the secured party, prior to the effective date of the
19.9 disposition or retention, the amount which would be required to reinstate the debt under
19.10 section 580.30 if the unit were wholly real estate.

19.11 Sec. 10. Minnesota Statutes 2005 Supplement, section 515B.4-101, is amended to read:

19.12 **515B.4-101 APPLICABILITY; DELIVERY OF DISCLOSURE STATEMENT.**

19.13 (a) Sections 515B.4-101 through 515B.4-118 apply to all units subject to this chapter,
19.14 except as provided in subsection (c) or as modified or waived by written agreement of
19.15 purchasers of a unit which is restricted to nonresidential use.

19.16 (b) Subject to subsections (a) and (c), a declarant who offers a unit to a purchaser
19.17 shall deliver to the purchaser a current disclosure statement which complies with the
19.18 requirements of section 515B.4-102. The disclosure statement shall include any material
19.19 amendments to the disclosure statement made prior to the conveyance of the unit to
19.20 the purchaser. The declarant shall be liable to the purchaser to whom it delivered the
19.21 disclosure statement for any false or misleading statement set forth therein or for any
19.22 omission of a material fact therefrom.

19.23 (c) Neither a disclosure statement nor a resale disclosure certificate need be prepared
19.24 or delivered in the case of:

- 19.25 (1) a gratuitous transfer;
- 19.26 (2) a transfer pursuant to a court order;
- 19.27 (3) a transfer to a government or governmental agency;
- 19.28 (4) a transfer to a secured party by foreclosure or deed in lieu of foreclosure;
- 19.29 (5) an option to purchase a unit, until exercised;
- 19.30 (6) a transfer to a person who "controls" or is "controlled by," the grantor as those
19.31 terms are defined with respect to a declarant under section 515B.1-103(2);
- 19.32 (7) a transfer by inheritance;
- 19.33 (8) a transfer of special declarant rights under section 515B.3-104; or
- 19.34 (9) a transfer in connection with a change of form of common interest community
19.35 under section 515B.2-123.

20.1 (d) A purchase agreement for a unit shall contain the following notice: "The
 20.2 following notice is required by Minnesota Statutes. The purchaser is entitled to receive
 20.3 a disclosure statement or resale disclosure certificate, as applicable. The disclosure
 20.4 statement or resale disclosure certificate contains important information regarding the
 20.5 common interest community and the purchaser's cancellation rights."

20.6 (e) A purchase agreement for the sale, to the initial occupant, of a platted lot or other
 20.7 parcel of real estate (i) which is subject to a master declaration, (ii) which is intended
 20.8 for residential occupancy, and (iii) which does not and is not intended to constitute a
 20.9 unit, shall contain the following notice: "The following notice is required by Minnesota
 20.10 Statutes: The real estate to be conveyed under this agreement is or will be subject to a
 20.11 master association as defined in Minnesota Statutes, chapter 515B. The master association
 20.12 ~~is obligated to~~ shall provide to the ~~purchaser~~ buyer, pursuant to Minnesota Statutes,
 20.13 section 515B.4-102(c), upon the ~~purchaser's~~ buyer's request, a statement containing the
 20.14 information required by Minnesota Statutes, section 515B.4-102(a)(20), with respect to the
 20.15 master association, prior to the time that the ~~purchaser~~ buyer signs a purchase agreement
 20.16 for the real estate. The statement contains important information regarding the master
 20.17 association and the ~~purchaser's~~ buyer's obligations thereunder." A claim by a ~~purchaser~~
 20.18 buyer based upon a failure to include the foregoing notice in a purchase agreement:

20.19 (1) shall be limited to legal, and not equitable, remedies;

20.20 (2) shall be barred unless it is commenced within the time period specified in section
 20.21 515B.4-115(a); or

20.22 (3) may be waived by a separate written document signed by the seller and ~~purchaser~~
 20.23 buyer.

20.24 Sec. 11. Minnesota Statutes 2005 Supplement, section 515B.4-102, is amended to read:

20.25 **515B.4-102 DISCLOSURE STATEMENT; GENERAL PROVISIONS.**

20.26 (a) A disclosure statement shall fully and accurately disclose:

20.27 (1) the name and, if available, the number of the common interest community;

20.28 (2) the name and principal address of the declarant;

20.29 (3) the number of units which the declarant has the right to include in the common
 20.30 interest community and a statement that the common interest community is either a
 20.31 condominium, cooperative, or planned community;

20.32 (4) a general description of the common interest community, including, at a
 20.33 minimum, (i) the number of buildings, (ii) the number of dwellings per building, (iii)
 20.34 the type of construction, (iv) whether the common interest community involves new
 20.35 construction or rehabilitation, (v) whether any building was wholly or partially occupied,

21.1 for any purpose, before it was added to the common interest community and the nature
21.2 of the occupancy, and (vi) a general description of any roads, trails, or utilities that are
21.3 located on the common elements and that the association or a master association will
21.4 be required to maintain;

21.5 (5) declarant's schedule of commencement and completion of construction of any
21.6 buildings and other improvements that the declarant is obligated to build pursuant to
21.7 section 515B.4-117;

21.8 (6) any expenses or services, not reflected in the budget, that the declarant pays
21.9 or provides, which may become a common expense; the projected common expense
21.10 attributable to each of those expenses or services; and an explanation of declarant's limited
21.11 assessment liability under section 515B.3-115, ~~subsection (b)~~;

21.12 (7) any initial or special fee due from the purchaser to the declarant or the association
21.13 at closing, together with a description of the purpose and method of calculating the fee;

21.14 (8) identification of any liens, defects, or encumbrances which will continue to affect
21.15 the title to a unit or to any real property owned by the association after the contemplated
21.16 conveyance;

21.17 (9) a description of any financing offered or arranged by the declarant;

21.18 (10) a statement as to whether application has been made for any project approvals
21.19 for the common interest community from the Federal National Mortgage Association
21.20 (FNMA), Federal Home Loan Mortgage Corporation (FHLMC), Department of Housing
21.21 and Urban Development (HUD) or Department of Veterans Affairs (VA), and which, if
21.22 any, such final approvals have been received;

21.23 (11) the terms of any warranties provided by the declarant, including copies of
21.24 sections 515B.4-112 through 515B.4-115, and any other applicable statutory warranties,
21.25 and a statement of any limitations on the enforcement of the applicable warranties or on
21.26 damages;

21.27 (12) a statement that: (i) within five days after the receipt of a disclosure statement, a
21.28 purchaser may cancel any contract for the purchase of a unit from a declarant; provided,
21.29 that the right to cancel terminates upon the purchaser's voluntary acceptance of a
21.30 conveyance of the unit from the declarant or by the purchaser agreeing to modify or waive
21.31 the right to cancel in the manner provided by section 515B.4-106, ~~paragraph (a)~~; (ii) if a
21.32 purchaser receives a disclosure statement more than five days before signing a purchase
21.33 agreement, the purchaser cannot cancel the purchase agreement; and (iii) if a declarant
21.34 obligated to deliver a disclosure statement fails to deliver a disclosure statement which
21.35 substantially complies with this chapter to a purchaser to whom a unit is conveyed, the
21.36 declarant shall be liable to the purchaser as provided in section 515B.4-106(d);

22.1 (13) a statement disclosing to the extent of the declarant's or an affiliate of a
22.2 declarant's actual knowledge, after reasonable inquiry, any unsatisfied judgments or
22.3 lawsuits to which the association is a party, and the status of those lawsuits which are
22.4 material to the common interest community or the unit being purchased;

22.5 (14) a statement (i) describing the conditions under which earnest money will be
22.6 held in and disbursed from the escrow account, as set forth in section 515B.4-109, (ii)
22.7 that the earnest money will be returned to the purchaser if the purchaser cancels the
22.8 contract pursuant to section 515B.4-106, and (iii) setting forth the name and address
22.9 of the escrow agent;

22.10 (15) a detailed description of the insurance coverage provided by the association for
22.11 the benefit of unit owners, including a statement as to which, if any, of the items referred
22.12 to in section 515B.3-113, subsection (b), are insured by the association;

22.13 (16) any current or expected fees or charges, other than assessments for common
22.14 expenses, to be paid by unit owners for the use of the common elements or any other
22.15 improvements or facilities;

22.16 (17) the financial arrangements, including any contingencies, which have been made
22.17 to provide for completion of all improvements that the declarant is obligated to build
22.18 pursuant to section 515B.4-118, or a statement that no such arrangements have been made;

22.19 (18) in a cooperative: (i) whether the unit owners will be entitled for federal and
22.20 state tax purposes, to deduct payments made by the association for real estate taxes
22.21 and interest paid to the holder of a security interest encumbering the cooperative; (ii) a
22.22 statement as to the effect on the unit owners if the association fails to pay real estate taxes
22.23 or payments due the holder of a security interest encumbering the cooperative; and (iii) the
22.24 principal amount and a general description of the terms of any blanket mortgage, contract
22.25 for deed, or other blanket security instrument encumbering the cooperative property;

22.26 (19) a statement: (i) that real estate taxes for the unit or any real property owned by
22.27 the association are not delinquent or, if there are delinquent real estate taxes, describing
22.28 the property for which the taxes are delinquent, stating the amount of the delinquent
22.29 taxes, interest and penalties, and stating the years for which taxes are delinquent, and
22.30 (ii) setting forth the amount of real estate taxes, including the amount of any special
22.31 assessment certified for payment with the real estate taxes, due and payable with respect to
22.32 the unit in the year in which the disclosure statement is given, if real estate taxes have
22.33 been separately assessed against the unit;

22.34 (20) if the association or the purchaser of the unit will be a member of a master
22.35 association, a statement to that effect, and all of the following information with
22.36 respect to the master association: (i) a copy of the master declaration, the articles of

23.1 incorporation, bylaws, and rules and regulations for the master association, together
23.2 with any amendments thereto; (ii) the name, address and general description of the
23.3 master association, including a general description of any other association, unit
23.4 owners, or other persons which are or may become members; (iii) a description of any
23.5 nonresidential use permitted on any property subject to the master association; (iv) a
23.6 statement as to the estimated maximum number of associations, unit owners or other
23.7 persons which may become members of the master association, and the degree and period
23.8 of control of the master association by a declarant or other person; (v) a description of
23.9 any facilities intended for the benefit of the members of the master association and
23.10 not located on property owned or controlled by a member or the master association;
23.11 (vi) the financial arrangements, including any contingencies, which have been made to
23.12 provide for completion of the facilities referred to in subsection (v), or a statement that no
23.13 arrangements have been made; (vii) any current balance sheet of the master association
23.14 and a projected or current annual budget, as applicable, which budget shall include with
23.15 respect to the master association those items in paragraph (23), clauses (i) through (iii),
23.16 and the projected monthly common expense assessment for each type of unit, lot, or other
23.17 parcel of real estate which is or is planned to be subject to assessment; (viii) a description
23.18 of any expenses or services not reflected in the budget, paid for or provided by a declarant
23.19 or a person executing the master declaration, which may become an expense of the master
23.20 association in the future; (ix) a description of any powers delegated to and accepted by
23.21 the master association pursuant to section 515B.2-121(f)(2); (x) identification of any
23.22 liens, defects or encumbrances that will continue to affect title to property owned or
23.23 operated by the master association for the benefit of its members; (xi) the terms of any
23.24 warranties provided by any person for construction of facilities in which the members of
23.25 the master association have or may have an interest, and any known defects in the facilities
23.26 which would violate the standards described in section 515B.4-112(b); (xii) a statement
23.27 disclosing, after inquiry of the master association, any unsatisfied judgments or lawsuits to
23.28 which the master association is a party, and the status of those lawsuits which are material
23.29 to the master association; (xiii) a description of any insurance coverage provided for the
23.30 benefit of its members by the master association; and (xiv) any current or expected fees or
23.31 charges, other than assessments by the master association, to be paid by members of the
23.32 master association for the use of any facilities intended for the benefit of the members;
23.33 (21) a statement as to whether the unit will be substantially completed at the time
4 of conveyance to a purchaser, and if not substantially completed, who is responsible to
23.35 complete and pay for the construction of the unit;

24.1 (22) a copy of the declaration and any amendments thereto, (exclusive of the CIC
24.2 plat), any other recorded covenants, conditions restrictions, and reservations affecting
24.3 the common interest community; the articles of incorporation, bylaws and any rules
24.4 or regulations of the association; any agreement excluding or modifying any implied
24.5 warranties; any agreement reducing the statute of limitations for the enforcement of
24.6 warranties; any contracts or leases to be signed by purchaser at closing; and a brief
24.7 narrative description of any (i) contracts or leases that are or may be subject to cancellation
24.8 by the association under section 515B.3-105 and (ii) any material agreements entered
24.9 into between the declarant and a governmental entity that affect the common interest
24.10 community; and

24.11 (23) a balance sheet for the association, current within 90 days; a projected annual
24.12 budget for the association; and a statement identifying the party responsible for the
24.13 preparation of the budget. The budget shall assume that all units intended to be included
24.14 in the common interest community, based upon the declarant's good faith estimate, have
24.15 been subjected to the declaration; provided, that additional budget portrayals based upon
24.16 a lesser number of units are permitted. The budget shall include, without limitation: (i)
24.17 a statement of the amount included in the budget as a reserve for replacement; (ii) a
24.18 statement of any other reserves; (iii) the projected common expense for each category of
24.19 expenditures for the association; (iv) the projected monthly common expense assessment
24.20 for each type of unit; and (v) a footnote or other reference to those components of the
24.21 common interest community the maintenance, repair, or replacement of which the budget
24.22 assumes will be funded by assessments under section 515B.3-115(e) rather than by
24.23 assessments included in the association's annual budget, and a statement referencing
24.24 section 515B.3-115(e)(1) or (2) as the source of funding. If, based upon the association's
24.25 then current budget, the monthly common expense assessment for the unit at the time of
24.26 conveyance to the purchaser is anticipated to exceed the monthly assessment stated in the
24.27 budget, a statement to such effect shall be included.

24.28 (b) A declarant shall promptly amend the disclosure statement to reflect any material
24.29 change in the information required by this chapter.

24.30 (c) The master association, within ten days after a request by a declarant, a holder
24.31 of declarant rights, or a ~~purchaser~~ buyer referred to in section 515B.4-101(e), or the
24.32 authorized representative of any of them, shall furnish the information required to be
24.33 provided by subsection (a)(20). A declarant or other person who provides information
24.34 pursuant to subsection (a)(20) is not liable to the ~~purchaser~~ buyer for any erroneous
24.35 information if the declarant or other person: (i) is not an affiliate of or related in any

25.1 way to a person authorized to appoint the master association board pursuant to section
 25.2 515B.2-121(c)(3), and (ii) has no actual knowledge that the information is incorrect.

25.3 Sec. 12. Minnesota Statutes 2004, section 524.3-301, is amended to read:

25.4 **524.3-301 INFORMAL PROBATE OR APPOINTMENT PROCEEDINGS;**
 25.5 **APPLICATION; CONTENTS.**

25.6 An informal probate proceeding is an informal proceeding for the probate of
 25.7 decedent's will with or without an application for informal appointment. An informal
 25.8 appointment proceeding is an informal proceeding for appointment of a personal
 25.9 representative in testate or intestate estates. These proceedings may be combined in a
 25.10 single proceeding. Applications for informal probate or informal appointment shall
 25.11 be directed to the registrar, and verified by the applicant, in accordance with section
 25.12 524.1-310, to be accurate and complete to the best of applicant's knowledge and belief
 25.13 as to the following information:

25.14 (1) Every application for informal probate of a will or for informal appointment of
 25.15 a personal representative, other than a special or successor representative, shall contain
 25.16 the following:

25.17 (i) a statement of the interest of the applicant;

25.18 (ii) the name, ~~Social Security number~~, birthdate, and date of death of the decedent,
 25.19 and the county and state of the decedent's domicile at the time of death, and the names and
 25.20 addresses of the spouse, children, heirs, and devisees and the ages of any who are minors
 25.21 so far as known or ascertainable with reasonable diligence by the applicant;

25.22 (iii) if the decedent was not domiciled in the state at the time of death, a statement
 25.23 showing venue;

25.24 (iv) a statement identifying and indicating the address of any personal representative
 25.25 of the decedent appointed in this state or elsewhere whose appointment has not been
 25.26 terminated;

25.27 (v) a statement indicating whether the applicant has received a demand for notice, or
 25.28 is aware of any demand for notice of any probate or appointment proceeding concerning
 25.29 the decedent that may have been filed in this state or elsewhere.

25.30 (2) An application for informal probate of a will shall state the following in addition
 25.31 to the statements required by (1):

25.32 (i) that the original of the decedent's last will is in the possession of the court, or
 25.33 accompanies the application, or that an authenticated copy of a will probated in another
 25.34 jurisdiction accompanies the application;

26.1 (ii) that the applicant, to the best of the applicant's knowledge, believes the will to
26.2 have been validly executed;

26.3 (iii) that after the exercise of reasonable diligence, the applicant is unaware of any
26.4 instrument revoking the will, and that the applicant believes that the instrument which is
26.5 the subject of the application is the decedent's last will;

26.6 (iv) that the time limit for informal probate as provided in this article has not expired
26.7 either because three years or less have passed since the decedent's death, or, if more than
26.8 three years from death have passed, that circumstances as described by section 524.3-108
26.9 authorizing tardy probate have occurred.

26.10 (3) An application for informal appointment of a personal representative to
26.11 administer an estate under a will shall describe the will by date of execution and state
26.12 the time and place of probate or the pending application or petition for probate. The
26.13 application for appointment shall adopt the statements in the application or petition for
26.14 probate and state the name, address and priority for appointment of the person whose
26.15 appointment is sought.

26.16 (4) An application for informal appointment of an administrator in intestacy shall
26.17 state in addition to the statements required by (1):

26.18 (i) that after the exercise of reasonable diligence, the applicant is unaware of any
26.19 unrevoked testamentary instrument relating to property having a situs in this state under
26.20 section 524.1-301, or, a statement why any such instrument of which the applicant may
26.21 be aware is not being probated;

26.22 (ii) the priority of the person whose appointment is sought and the names of any
26.23 other persons having a prior or equal right to the appointment under section 524.3-203.

26.24 (5) An application for appointment of a personal representative to succeed a personal
26.25 representative appointed under a different testacy status shall refer to the order in the most
26.26 recent testacy proceeding, state the name and address of the person whose appointment
26.27 is sought and of the person whose appointment will be terminated if the application is
26.28 granted, and describe the priority of the applicant.

26.29 (6) An application for appointment of a personal representative to succeed a personal
26.30 representative who has tendered a resignation as provided in section 524.3-610(c), or
26.31 whose appointment has been terminated by death or removal, shall adopt the statements in
26.32 the application or petition which led to the appointment of the person being succeeded
26.33 except as specifically changed or corrected, state the name and address of the person who
26.34 seeks appointment as successor, and describe the priority of the applicant.

27.1 Sec. 13. Minnesota Statutes 2004, section 524.3-715, is amended to read:

27.2 **524.3-715 TRANSACTIONS AUTHORIZED FOR PERSONAL**
27.3 **REPRESENTATIVES; EXCEPTIONS.**

27.4 Except as restricted or otherwise provided by the will or by an order in a
27.5 formal proceeding and subject to the priorities stated in section 524.3-902, a personal
27.6 representative, acting reasonably for the benefit of the interested persons, may properly:

27.7 (1) retain assets owned by the decedent pending distribution or liquidation including
27.8 those in which the representative is personally interested or which are otherwise improper
27.9 for trust investment;

27.10 (2) receive assets from fiduciaries, or other sources;

27.11 (3) perform, compromise or refuse performance of the decedent's contracts that
27.12 continue as obligations of the estate, as the personal representative may determine under
27.13 the circumstances. In performing enforceable contracts by the decedent to convey or lease
27.14 land, the personal representative, among other possible courses of action, may:

27.15 (i) execute and deliver a deed of conveyance for cash payment of all sums remaining
27.16 due or the purchaser's note for the sum remaining due secured by a mortgage or deed of
27.17 trust on the land; or

27.18 (ii) deliver a deed in escrow with directions that the proceeds, when paid in
27.19 accordance with the escrow agreement, be paid to the successors of the decedent, as
27.20 designated in the escrow agreement;

27.21 (4) satisfy written charitable pledges of the decedent irrespective of whether the
27.22 pledges constituted binding obligations of the decedent or were properly presented as
27.23 claims, if in the judgment of the personal representative the decedent would have wanted
27.24 the pledges completed under the circumstances;

27.25 (5) if funds are not needed to meet debts and expenses currently payable and are not
27.26 immediately distributable, deposit or invest liquid assets of the estate, including moneys
27.27 received from the sale of other assets, in federally insured interest-bearing accounts,
27.28 readily marketable secured loan arrangements or other prudent investments which would
27.29 be reasonable for use by trustees generally;

27.30 (6) acquire or dispose of an asset, including land in this or another state, for cash or
27.31 on credit, at public or private sale; and manage, develop, improve, exchange, partition,
27.32 change the character of, or abandon an estate asset;

27.33 (7) make ordinary or extraordinary repairs or alterations in buildings or other
27.34 structures, demolish any improvements, raze existing or erect new party walls or buildings;

27.35 (8) subdivide, develop or dedicate land to public use; make or obtain the vacation of
27.36 plats and adjust boundaries; or adjust differences in valuation on exchange or partition

28.1 by giving or receiving considerations; or dedicate easements to public use without
28.2 consideration;

28.3 (9) enter for any purpose into a lease as lessor or lessee, with or without option to
28.4 purchase or renew, for a term within or extending beyond the period of administration;

28.5 (10) enter into a lease or arrangement for exploration and removal of minerals or
28.6 other natural resources or enter into a pooling or unitization agreement;

28.7 (11) abandon property when, in the opinion of the personal representative, it is
28.8 valueless, or is so encumbered, or is in condition that it is of no benefit to the estate;

28.9 (12) vote stocks or other securities in person or by general or limited proxy;

28.10 (13) pay calls, assessments, and other sums chargeable or accruing against or on
28.11 account of securities, unless barred by the provisions relating to claims;

28.12 (14) hold a security in the name of a nominee or in other form without disclosure of
28.13 the interest of the estate but the personal representative is liable for any act of the nominee
28.14 in connection with the security so held;

28.15 (15) insure the assets of the estate against damage, loss and liability and the personal
28.16 representative against liability as to third persons;

28.17 (16) borrow money with or without security to be repaid from the estate assets or
28.18 otherwise; and advance money for the protection of the estate;

28.19 (17) effect a fair and reasonable compromise with any debtor or obligor, or extend,
28.20 renew or in any manner modify the terms of any obligation owing to the estate. The
28.21 personal representative on holding a mortgage, pledge or other lien upon property of
28.22 another person may, in lieu of foreclosure, accept a conveyance or transfer of encumbered
28.23 assets from the owner thereof in satisfaction of the indebtedness secured by lien;

28.24 (18) pay in compliance with section 524.3-805, but without the presentation of
28.25 a claim, the reasonable and necessary last illness expenses of the decedent (except as
28.26 provided in section 524.3-806 (a)), reasonable funeral expenses, debts and taxes with
28.27 preference under federal or state law, and other taxes, assessments, compensation of the
28.28 personal representative and the personal representative's attorney, and all other costs and
28.29 expenses of administration although the same may be otherwise barred under section
28.30 524.3-803;

28.31 (19) sell or exercise stock subscription or conversion rights; consent, directly
28.32 or through a committee or other agent, to the reorganization, consolidation, merger,
28.33 dissolution, or liquidation of a corporation or other business enterprise;

28.34 (20) allocate items of income or expense to either estate income or principal, as
28.35 permitted or provided by law;

29.1 (21) employ persons, including attorneys, auditors, investment advisors, or agents,
 29.2 even if they are associated with the personal representative, to advise or assist the personal
 29.3 representative in the performance of administrative duties; act without independent
 29.4 investigation upon their recommendations; and instead of acting personally, employ one
 29.5 or more agents to perform any act of administration, whether or not discretionary;

29.6 (22) prosecute or defend claims, or proceedings in any jurisdiction for the protection
 29.7 of the estate and of the personal representative in the performance of duties;

29.8 (23) sell, mortgage, or lease any real or personal property of the estate or any interest
 29.9 therein, including the homestead, exempt or otherwise, for cash, credit, or for part cash
 29.10 and part credit, and with or without security for unpaid balances, provided, however,
 29.11 and without the consent of any devisee or heir unless the property has been specifically
 29.12 devised to a devisee or heir by decedent's will, except that the homestead of a decedent
 29.13 when the spouse takes any interest therein shall not be sold, mortgaged or leased unless
 29.14 the written consent of the spouse has been obtained;

29.15 (24) continue any unincorporated business or venture in which the decedent was
 29.16 engaged at the time of death (i) in the same business form for a period of not more
 29.17 than four months from the date of appointment of a general personal representative if
 29.18 continuation is a reasonable means of preserving the value of the business including good
 29.19 will, (ii) in the same business form for any additional period of time that may be approved
 29.20 by order of the court in a formal proceeding to which the persons interested in the estate
 29.21 are parties; or (iii) throughout the period of administration if the business is incorporated
 29.22 by the personal representative and if none of the probable distributees of the business who
 29.23 are competent adults object to its incorporation and retention in the estate;

29.24 (25) incorporate any business or venture in which the decedent was engaged at
 29.25 the time of death;

29.26 (26) provide for exoneration of the personal representative from personal liability in
 29.27 any contract entered into on behalf of the estate;

29.28 (27) satisfy and settle claims and distribute the estate as provided in this chapter;

29.29 (28) foreclose a mortgage, lien, or pledge or collect the debts secured thereby, or
 29.30 complete any such proceeding commenced by the decedent;

29.31 (29) exercise all powers granted to guardians and conservators by sections 524.5-101
 29.32 to 524.5-502.

3 Sec. 14. Minnesota Statutes 2004, section 524.3-803, is amended to read:

29.34 **524.3-803 LIMITATIONS ON PRESENTATION OF CLAIMS.**

30.1 (a) All claims as defined in section 524.1-201~~(4)~~ (6), against a decedent's estate
30.2 which arose before the death of the decedent, including claims of the state and any
30.3 subdivision thereof, whether due or to become due, absolute or contingent, liquidated or
30.4 unliquidated, if not barred earlier by other statute of limitations, are barred against the
30.5 estate, the personal representative, and the heirs and devisees of the decedent, unless
30.6 presented as follows:

30.7 (1) in the case of a creditor who is only entitled, under the United States Constitution
30.8 and under the Minnesota Constitution, to notice by publication under section 524.3-801,
30.9 within four months after the date of the court administrator's notice to creditors which
30.10 is subsequently published pursuant to section 524.3-801;

30.11 (2) in the case of a creditor who was served with notice under section 524.3-801;
30.12 ~~paragraph~~ (c), within the later to expire of four months after the date of the first publication
30.13 of notice to creditors or one month after the service;

30.14 (3) within the later to expire of one year after the decedent's death, or one year after
30.15 June 16, 1989, whether or not notice to creditors has been published or served under
30.16 section 524.3-801, provided, however, that in the case of a decedent who died before June
30.17 16, 1989, no claim which was then barred by any provision of law may be deemed to have
30.18 been revived by the amendment of this section.

30.19 (b) All claims against a decedent's estate which arise at or after the death of the
30.20 decedent, including claims of the state and any subdivision thereof, whether due or to
30.21 become due, absolute or contingent, liquidated or unliquidated, are barred against the
30.22 estate, the personal representative, and the heirs and devisees of the decedent, unless
30.23 presented as follows:

30.24 (1) a claim based on a contract with the personal representative, within four months
30.25 after performance by the personal representative is due;

30.26 (2) any other claim, within four months after it arises.

30.27 (c) Nothing in this section affects or prevents:

30.28 (1) any proceeding to enforce any mortgage, pledge, or other lien upon property
30.29 of the estate;

30.30 (2) any proceeding to establish liability of the decedent or the personal representative
30.31 for which there is protection by liability insurance, to the limits of the insurance protection
30.32 only;

30.33 (3) the presentment and payment at any time within one year after the decedent's
30.34 death of any claim arising before the death of the decedent that is referred to in section
30.35 524.3-715, clause (18), although the same may be otherwise barred under this section; or

31.1 (4) the presentment and payment at any time before a petition is filed in compliance
31.2 with section 524.3-1001 or 524.3-1002 or a closing statement is filed under section
31.3 524.3-1003, of:

31.4 (i) any claim arising after the death of the decedent that is referred to in section
31.5 524.3-715, clause (18), although the same may be otherwise barred hereunder;

31.6 (ii) any other claim, including claims subject to clause (3), which would otherwise be
31.7 barred hereunder, upon allowance by the court upon petition of the personal representative
31.8 or the claimant for cause shown on notice and hearing as the court may direct.

31.9 **Sec. 15. APPLICABILITY; TRANSITION PROVISIONS.**

31.10 Section 13 applies to every conveyance by a personal representative made before,
31.11 on, or after the effective date of this section, except that it does not affect an action or
31.12 proceeding that is:

31.13 (1) pending on the effective date of section 13 involving the validity of the
31.14 conveyance; or

31.15 (2) commenced prior to February 1, 2007, if a notice of the pendency of the action
31.16 or proceeding is recorded before February 1, 2007, in the office of the county recorder
31.17 or registrar of titles of the county in which the real property affected by the action or
31.18 proceeding is located.

1.1 Senator moves to amend S.F. No. 2519 as follows:

1.2 Page 31, after line 8, insert:

1.3 "Sec. 15. Minnesota Statutes 2005 Supplement, section 548.27, is amended to read:

1.4 **548.27 FILING AND STATUS OF FOREIGN JUDGMENTS.**

1.5 ~~(a)~~ A certified copy of any foreign judgment may be filed in the office of the court
 1.6 administrator of any district court of this state. ~~Subject to paragraph (b),~~ The court
 1.7 administrator shall treat the foreign judgment in the same manner as a judgment of
 1.8 any district court or the Supreme Court of this state, ~~and~~. The time period provided in
 1.9 section 548.09 for the continuation of the lien on real property, the rate of interest accrual
 1.10 provided in section 549.09, the time period provided in section 550.01 for the enforcement
 1.11 of the judgment, and the requirements of sections 508.63 and 508A.63 apply to foreign
 1.12 judgments filed pursuant to this section. For purposes of sections 548.09, 549.09, 550.01,
 1.13 508.63, and 508A.63, the date of entry of a foreign judgment is the original date of entry
 1.14 in the foreign jurisdiction. Upon the filing of a certified copy of a foreign judgment in
 1.15 the office of the court administrator of district court of a county, it may not be filed in
 1.16 another district court in the state. A judgment so filed has the same effect and is subject to
 1.17 the same procedures, defenses and proceedings for reopening, vacating, or staying as a
 1.18 judgment of a district court or the Supreme Court of this state, and may be enforced or
 1.19 satisfied in like manner.

1.20 ~~(b) If the creditor wants the foreign state's life span or interest rate applied to the~~
 1.21 ~~judgment, the creditor or creditor's attorney must file an affidavit attesting to the foreign~~
 1.22 ~~state's life span or interest rate, and a subsequent affidavit each time the interest rate or life~~
 1.23 ~~span changes. Absent such an affidavit, Minnesota's life span and interest rate shall be~~
 1.24 ~~applied to the judgment."~~

1.25 Renumber the sections in sequence and correct the internal references

1.26 Amend the title accordingly

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S.F. No. 2519 - Real Property

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Date: March 14, 2006

Section 1 strikes a reference to a special guardian for the person in the commitment law.

Section 2 modifies provisions dealing with foreclosure of mechanics' liens by authorizing posting of a bond in lieu of a money deposit.

Section 3 amends the applicability section of the Common Interest Ownership Act to provide that **section 515B.4-101(e)** applies to any platted lot or other parcel of real estate that is subject to a master declaration and not subject to or is exempt from this chapter of law (see **section 10**).

Section 4 adds a clarifying comma in the statute dealing with the creation of common interest communities.

Section 5 amends requirements for the common interest community plat.

Section 6 modifies requirements with respect to the subdivision, combination, or conversion of units.

Section 7 changes a reference in the master association statute with respect to the requirement for a statement of units intended for residential use to refer to private ownership and use.

Section 8 amends provisions for calculation of assessments for common expenses.

Section 9 corrects cross-references in provisions dealing with liens.

Section 10 makes clarifying amendments in requirements with respect to delivery of a disclosure statement.

Section 11 strikes limiting cross-references in the requirements for disclosure statements and changes references from a “purchaser” to a “buyer.”

Section 12 amends a provisions in the uniform probate code applicable to informal probate or appointment proceedings to eliminate a requirement that the Social Security Number of the applicant be included.

Section 13 modifies transactions authorized for personal representatives under the probate code with respect to real property transactions.

Section 14 corrects and clarifies cross-references in the statute dealing with limitations on presentation of claims.

Section 15 contains applicability and transition provisions for the act.

KP:cs